

**THE FOLLOWING WRITTEN RESOLUTIONS OF  
THE SOLE MEMBER OF  
CARILLION (ASPIRE CONSTRUCTION) HOLDINGS NO 2 LIMITED (the "Company")  
WERE PASSED ON**

*30 May 2018*

**Special resolutions**

- 1 'THAT the Company be wound up voluntarily.'
- 2 'THAT the Joint Liquidators of the Company be and are hereby authorised to:
  - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
  - (b) Value any assets and determine how the distribution shall be carried out to the sole member.
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators of the Company so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability.'

**Ordinary resolutions**

- 3 'THAT Laura May Waters and Robert Nicholas Lewis of PricewaterhouseCoopers LLP, 2 Glass Wharf, Bristol, BS2 0FR be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 4 'THAT the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'
- 5 'THAT the Company's books and records be held by the sole member to the order of the Joint Liquidators of the Company, and may not be destroyed without the permission of the Joint Liquidators of the Company until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of by the sole member or by the Official Receiver or the Special Managers as insolvency officeholders of the sole member.'
- 6 'THAT the Certificate of Appointment of the Joint Liquidators of the Company together with the certificate copies of the resolutions passed herein, be signed by Mike Jervis "as agent, for and on behalf of the sole member, acting without personal liability".

*amg*

As a Special Manager and acting as agent,  
and without personal liability,  
for and on behalf of  
Carillion JM Limited (in compulsory liquidation)

