

Company No: 08772712

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION
of
SNC-LAVALIN CO. LTD.
("Company")

PASSED ON 31 AUGUST 2016


In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was passed on 31 August 2016 as a special resolution as indicated below:

SPECIAL RESOLUTION

That the articles of association of the Company be amended by inserting the following as a new article 26

"26. Share premium

Notwithstanding any other provision within these articles, and to the maximum extent permitted by law, any premium paid on any share above its nominal value shall remain allocated and applied solely in respect of such share, irrespective of whether the shares are issued before or after the date of adoption of these articles. No premium paid on any share in any class may be transferred, applied or allocated across that class of shares. For the avoidance of doubt, any reduction in the capital of the Company by way of cancellation of share premium shall be allocated and applied solely in respect of the holder(s) of the shares upon which such share premium was initially paid and accordingly no such cancellation of share premium within a particular class shall affect the nominal value of any of the shares in that class."



Director

THURSDAY



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08/09/2016

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COMPANIES HOUSE