

ABERDEEN EUROPEAN INFRASTRUCTURE CARRY LIMITED

(the 'Company')

Resolution in writing of the members – Filing Copy

COMPANY NUMBER: SC390152

On the 26th September 2018, the following written resolution was agreed and passed by the sole shareholder of the Company:

We, the undersigned, being the sole member of the Company ('Member') who at the date of these resolutions would be entitled to attend and vote at a meeting of the members HEREBY RESOLVE as follows:

- a) to approve an audit exemption for the Company, pursuant to section 479a of the Companies Act 2006 ('The Act'), in respect of the financial year ended 31 December 2017; and
- b) to acknowledge that, in accordance with the Act, a parental guarantee has been obtained from Aberdeen Asset Management PLC ('AAM PLC'), the Member's sole shareholder.

Signed by:



ABERDEEN ASSET INVESTMENT GROUP LIMITED

Holly Kidd

acting as authorised signatory of AAM PLC, Company Secretary

**COMPANIES HOUSE
EDINBURGH**

28 SEP 2018

FRONT DESK



Aberdeen European Infrastructure Carry Limited
(Company no. SC390152)

Minutes of a meeting of the Directors of Aberdeen European Infrastructure Carry Limited ("the Company") held at 6 St Andrew Square, Edinburgh on 26 September 2018 at 16:00.

Present: Gillian McCall (Chairman)
Peter McKellar (Director)
Brian Thomson (Director)

In Attendance: Yue Noble
Lucia Lowrey (for and on behalf of Aberdeen Asset Management PLC, Corporate Secretary)

1. Notice, Quorum and Appointment of Chairman

It was reported that in accordance with the Companies Articles of Association, due notice of the meeting had been given to all those entitled to receive it. A quorum was present and Mr November was appointed Chairman.

2. Declaration of Conflicts of Interest

Each of the Directors was asked to declare any situation where (as a result of any of the matters to be considered at this meeting or any other matter) they could have a direct or indirect interest (or duty) that conflicts, or possibly may conflict, with the interests of (or their duties to) the Company, with a view to determining with the Directors how the situation should be dealt with. It was noted that each of the Directors was satisfied that they were not in such a situation.

3. 2017 Annual Report and Accounts

The Annual Report and Accounts for the financial year ended 31 December 2017 were reviewed and approved by the Board.


The request for the audit exemption under section 479a of the Companies Act 2006 ('The Act') was noted and approved. The Board noted that all members of the Company had given unanimous consent by way of a written resolution in accordance with the Act.

The Board further noted that a Parental guarantee had been obtained from Aberdeen Asset Management PLC in accordance with the Act.

4. Any Other Business

There was no other business for discussion.

There being no further business, the meeting closed.


Chairman