

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**IMPREGILO PARKING (GLASGOW) LIMITED**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as special resolutions as detailed below:

**SPECIAL RESOLUTION**

That the Company's articles of association be amended by insertion of a new article 21 as follows:

"21.1. Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:

21.1.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

21.1.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or

21.1.3 made to any Secured Party pursuant to any relevant security interest,

each being a "**Secured Party Transfer**",

21.1.4 the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

21.1.5 a holder of shares in the Company shall not be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and

21.1.6 a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

and, for the avoidance of doubt, regulations 24 and 70 of Table A Companies Act 1985 shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

21.2 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred



pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

21.3 If there is any inconsistency between any provision of these Articles and any provision of any other article, the provision of these Articles shall apply.

"Secured Party" means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."

### SPECIAL RESOLUTION


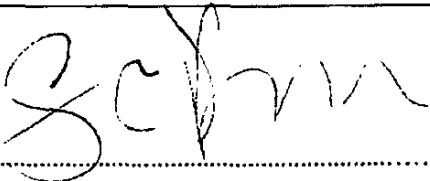
That the name of the Company be and is hereby changed to "Parking Glasgow Limited".

Circulation date: 14 July 2017

Registered office: 85e Park Drive  
Milton Park  
Milton  
Abingdon  
Oxfordshire  
OX14 4RY

#### Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of corporate member:	IMPREGILO INTERNATIONAL INFRASTRUCTURES NV	 Dated: 14 July
Name and position of signatory:	GIANFRANCO CATRIN DIRECTOR ..... Block capitals please	
Signed by authorised person on behalf of corporate member:	 .....	



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 4531874

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

**IMPREGILO PARKING (GLASGOW) LIMITED**

a company incorporated as private limited by shares; having its registered office situated in England and Wales; has changed its name to:

**PARKING GLASGOW LIMITED**

Given at Companies House on **19th July 2017**



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES