

Company number 03203966

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Amec Foster Wheeler International Limited (**Company**)

Circulation date: 10 June 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolution numbered 2 is passed as an ordinary resolution and that the resolution numbered 1 is passed as a special resolution.

SPECIAL RESOLUTION

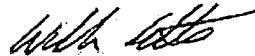
1. **THAT** the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association (including the provisions of the memorandum incorporated therein).

ORDINARY RESOLUTION

2. **THAT**, conditional upon resolution numbered 1 being passed, one issued ordinary share of £1 in the capital of the Company be and is hereby re-designated pursuant to section 636 of the Act as an A ordinary share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.

Signed on behalf of

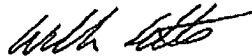
Amec Foster Wheeler Property and
Overseas Investments Limited



.....
Director

Signed on behalf of

AMEC Nominees Limited



.....
Director

TUESDAY



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.

- 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.