

Company No: 1152419

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ALFRED McALPINE DEVELOPMENTS LIMITED

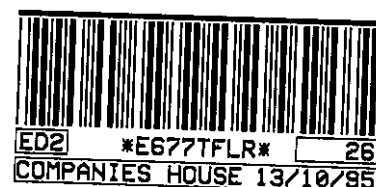
(Passed on 30 August 1995)

At a general meeting of the above named company held at Stratford Court, Cranmore Boulevard, Shirley, Solihull on the 30th day of August 1995, the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That:-

- (A) the execution and performance by the Company of the credit facility agreements listed below for the provision of revolving credit facilities (together, the "Facility Agreements" to be made between Alfred McAlpine PLC as Borrower, the Company and certain other subsidiaries of Alfred McAlpine PLC as guarantors and the relevant Bank as lender, (together, the "Banks) for the purpose of refinancing existing and financing future borrowing requirements of Alfred McAlpine PLC and that the assumption of obligations as a guarantor thereunder by the Company is hereby approved:-
- (a) a facility agreement with Midland Bank plc for US \$25,000,000 or the equivalent in other currencies;
 - (b) a facility agreement with The Governor and Company of the Bank of Scotland for £15,000,00 or the equivalent in other currencies;
 - (c) a facility agreement with The Royal Bank of Scotland plc for £15,000,000 or the equivalent in other currencies;
 - (d) a facility agreement with Nationsbank of North Carolina, N.A. for US \$20,000,000 or the equivalent in other currencies;
 - (e) a facility agreement with Clydesdale Bank PLC for £10,000,000 or the equivalent in other currencies;



- (f) a facility agreement with Midland Bank plc for £10,000,000 or the equivalent in other currencies;
 - (g) a facility agreement with The Bank of Tokyo, Ltd for £10,000,000 or the equivalent in other currencies;
 - (h) a facility agreement with ANZ Banking Group Limited for £5,000,000 or the equivalent in other currencies;
 - (i) a facility agreement with The Dai-Ichi Kangyo Bank, Ltd for £5,000,000 or the equivalent in other currencies;
 - (j) a facility agreement with The Sumitomo Bank, Limited for £5,000,00 or the equivalent in other currencies;
- (B) any director of the Company or Mr Kenneth Lever or Mr Guy Surtees be and is hereby authorised to sign, on behalf of the Company, in whatever manner the Banks may require (a) the Facility Agreements in the forms produced to the meeting with such amendments thereto, if any, as may be approved by the person or persons so authorised and signing such document, and (b) any other agreement or document the Banks may require in connection with the Facility Agreements and which is approved by the person or persons so authorised and signing each such other agreement or document; the approval of each such person in any such case to be conclusively evidenced by his signing such document;
- (C) the execution of the Facility Agreements and the Assumption of the obligations thereunder or pursuant thereto as a guarantor by the Company is in the best interests of the Company; and
- (D) this resolution shall have effect notwithstanding any provision of the Company's memorandum of association or articles of association.

CERTIFIED A TRUE COPY OF THE ORIGINAL



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Director/Secretary