

No. 1345670

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**Extraordinary Resolution**

of

**John Laing plc**

At a separate general meeting of the holders of 6.4% Convertible Cumulative Preference Shares of the Company duly convened and held on 20 June 2001, the following Resolution was duly passed as an Extraordinary Resolution:

**Extraordinary Resolution**

**THAT:**

this Separate General Meeting of the holders of 6.4% Convertible Cumulative Preference Shares of £1 each in the capital of the Company hereby sanctions, on behalf of all the holders of the shares of the said class, the passing of Resolution 8 set out in the notice convening the Annual General Meeting of the Company for 20 June 2001 (which accompanied the notice convening this Separate General Meeting) and each and every market purchase of Ordinary Shares of the Company, as appropriate, as will or may be involved in or effected by or pursuant to the passing and the implementation of such resolution.

