

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolutions

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 14 May 2003, the following Resolutions were duly passed as an Extraordinary Resolutions:

Extraordinary Resolutions

1. 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 10 set out in the notice convening the Annual General Meeting of the Company for 14 May 2003 (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.

2. 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 the Special Resolution set out in the notice convening the Extraordinary General Meeting of the Company for 14 May 2003 (which accompanied this notice convening the Separate General Meeting).



Secretary



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COMPANIES HOUSE

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16/05/03