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The Companies Act 1985
Company Limited by Shares
Ordinary Resolutions and a Special Resolution
of
John Laing Plc

At an Extraordinary General Meeting of the Company duly convened and held at Linklaters, One Silk Street, London EC2Y 8HQ on 24 June 2005 the following Resolutions were duly passed as Ordinary Resolutions and a Special Resolution as indicated below: -

Ordinary Resolutions

- 1 **THAT** the authorised ordinary share capital of the Company be increased from £56,216,929.50 to £77,500,000.00 by the creation of an additional 85,132,282 Ordinary Shares of 25p each in the Company.
- 2 **THAT**
 - (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £12,512,396.25 in connection with the Rights Issue (as defined in the prospectus relating to the Company dated 1 June 2005 (the "**Rights Issue**")) and otherwise than in connection with the Rights Issue if the Rights Issue is implemented, up to an aggregate nominal amount of £15,101,819 and, if the Rights Issue is not implemented, up to an aggregate nominal of £15,101,819;
 - (b) such authority shall expire on the date following 15 months from the date of the passing of the resolution or, if earlier, the date of the annual general meeting of the Company to be held in 2006 and shall be in substitution for all previous authorities pursuant to the said Section 80, which would thereby be revoked, without prejudice to any allotment of securities pursuant thereto;
 - (c) by such authority the Directors may make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period; and
 - (d) for the purpose of the Resolution, words and expressions defined in or for the purposes of the said Section shall bear the same meanings therein.

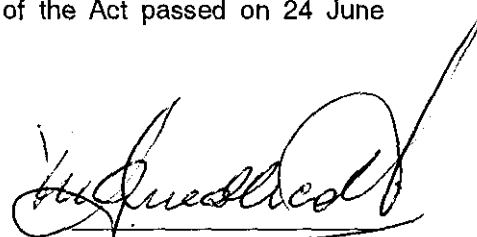
Special Resolution

- 3 **THAT**
 - (a) the Directors be empowered to allot equity securities wholly for cash:
 - (i) up to an aggregate nominal amount of £12,512,396.25 in connection with the Rights Issue; and
 - (ii) otherwise than in connection with the Rights Issue, up to an aggregate nominal amount of £2,288,154.38 if the Rights Issue is implemented and, if

the Rights Issue is not implemented, up to an aggregate nominal amount of £2,288,154.38,

as if Section 89(1) of the Act did not apply to any such allotment;

- (b) such power shall expire on the date following 15 months from the date of passing of the Resolution or, if earlier, the date of the annual general meeting to be held in 2006 and shall be in substitution for all previous disapplications of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto;
- (c) by such power the Directors may make offers or agreements which would or might require equity securities to be allotted after the expiry of such period;
- (d) for the purposes of the Resolution:
 - (i) references (except in paragraph (e) below) to an allotment of equity securities shall include a sale of treasury shares;
 - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - (iii) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein; and
- (e) the power in paragraph (a) above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 80 of the Act passed on 24 June 2005.



Chairman