

COMPANY NO. 01345670

WEDNESDAY



LD1

"L401YF3A"
28/01/2015
COMPANIES HOUSE

#37

JOHN LAING PUBLIC LIMITED COMPANY

Minutes of a general meeting (the *Meeting*) of John Laing plc (the *Company*) held at 65 Fleet Street on 28 January 2015 at 07.30 am/pm

PRESENT: Carolyn Cattermole (Chairman)

IN ATTENDANCE:

1 CHAIRMAN

- 1.1 Carolyn Cattermole (in his or her capacity as a director of and representing Henderson Infrastructure Holdco Limited the Company's sole shareholder) was appointed Chairman of the Meeting (the *Chairman*)

2. QUORUM

- 2.1 The Chairman announced that a quorum was present and that the meeting would accordingly proceed to business
- 2.2 There was produced to the meeting a notice (the *Notice*) convening the meeting and with the consent of all members present the Notice was taken as read

3. CONSENT TO SHORT NOTICE

- 3.1 The Chairman announced that Henderson Infrastructure Holdco Limited being the sole member of the Company having the right to attend and vote at the meeting had consented to the meeting being held at short notice

4. RESOLUTIONS

- 4.1 The resolutions set out in the Notice were duly proposed and voted upon and the Chairman declared that
- (a) Resolutions 1 and 2 in the Notice had been passed unanimously on a show of hands as special resolutions, and
 - (b) resolutions 3 and 4 in the Notice had been passed unanimously on a show of hands as ordinary resolutions

5 CLOSE

There being no further business the Chairman declared the meeting closed

C.T. Cattermole

Chairman

JOHN LAING PLC (the *Company*)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the *Meeting*) of the Company will be held at 65 Fleet Street London, EC47 1HS on 28 January 2015 to consider and, if thought fit, pass the following resolutions

- (a) resolutions 1 and 2 as special resolutions and
- (b) resolutions 3 and 4 as ordinary resolutions

RESOLUTIONS

1. Special resolution

THAT the Company be re-registered as a private limited company under the Companies Act 2006 by the name of John Laing Limited

2. Special resolution

THAT the articles of association contained in the document attached to these resolutions be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

3. Ordinary resolution

THAT, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), authorisation may be given in accordance with section 175(5)(a) of the Companies Act 2006

4. Ordinary resolution

THAT, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8 Transitional Provisions and Savings) Order 2008 (SI 2008/2860) the directors shall have the powers given by section 550 of the Companies Act 2006

By order of the Board

Colin Barker

Director/Company Secretary

John Laing plc

1 Kingsway London, WC2B 6AN

28 January 2015