

THE COMPANIES ACT 1985

AMEY HOLDINGS LIMITED

COMPANY NUMBER 2379472

NOTICE OF PASSING OF RESOLUTION

(Pursuant to Section 380 of the Companies Act 1985)

At an Extraordinary General Meeting of the above named Company duly convened and held at Sutton Courtenay near Abingdon, -Oxon on 4th October 1990 the following Resolution was passed as a Special Resolution of the Company:

RESOLUTION

That the Rules of the Amey Holdings Limited Executive Share Option Scheme contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are approved and adopted by the Company in substitution for those approved and adopted by the Company at an Extraordinary General Meeting held on the 5th day of July 1990.

.....  
Director

Presentors name, address and reference:

Cole and Cole,  
Sterling House,  
19/23 High Street,  
Kidlington,  
Oxford. OX5 2DH.

jpd/ameypassres