

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**AMEY CONSTRUCTION LIMITED**

The following written resolutions were passed by the Company on 13 March 2003, which resolutions would otherwise be required to be passed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

1. THAT the share capital of the Company be increased to £57,452,100 by the creation of an additional 57,452,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each of the Company;
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £57,452,000. This authority shall expire on 13 March 2008 save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed;
3. THAT the entry into the support agreement dated 25 February 2003 between, amongst others, (1) Amey plc and certain of its subsidiaries (including the Company), (2) Barclays Bank plc (as Agent and Security Trustee) and (3) various financial institutions (as listed therein) (the "Support Agreement"), and in particular the guarantee given by the Company in the Support Agreement, be and is hereby ratified.



Chairman

**Presented by:** Ashurst Morris Crisp  
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