

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COSTAIN ENGINEERING & CONSTRUCTION LIMITED

(the "Company")

1 (December 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as ordinary resolutions (the "Resolutions"):

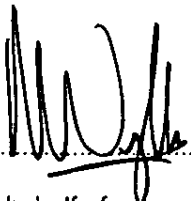
ORDINARY RESOLUTION

1. **THAT** any matter relating to a director of the Company which would otherwise have been, or may be, an infringement of such director's duty under section 175 of the 2006 Act and, in particular but without limitation, the following matters insofar as such matters do, and may, relate to a director of the Company, are hereby authorised for the purposes of section 175 of the 2006 Act:-
 - 1.1 holding office as a director of one or more of Costain Group PLC, the Company, Kent Vanwall Limited ("Kent Vanwall"), Integrated Care Solutions (East Kent) Limited ("Integrated Care"), Integrated Care Solutions (East Kent) Holdings Limited (together the "Project Companies") or performing any other function or role for any of the Project Companies in relation to the proposed disposal by the Company to Equitix Healthcare Limited of 65,000 ordinary shares of £1 each in the capital of Kent Vanwall and £1,023,056.50 in nominal value unsecured loan notes 2033 issued by Integrated Care; £1,023,056.50 pm
 - 1.2 holding any other office, employment or engagement for Costain, a subsidiary or holding company (as such terms are defined in the 2006 Act) for the time being of Costain and/or a subsidiary for the time being of a holding company of Costain (a "Costain Company"); and
 - 1.3 holding, or otherwise being interested, directly or indirectly, actually or potentially, in, any shares or debentures or other securities or interests (or any rights to acquire, or options over, or any other rights in respect of, any shares or debentures or other securities or interests) in any Costain Company.
2. **THAT**, in accordance with article 9 of the Company's Articles of Association, any provision of the Company's Articles of Association that prohibits a director of the Company from voting at a meeting of the directors as a result of any of the matters set out in paragraphs 1.1 to 1.3 inclusive above shall be suspended.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, the sole shareholder and the sole person entitled to vote on the Resolutions at the time they was circulated, hereby irrevocably agree to the Resolutions:-



Director
For and on behalf of
Costain Group PLC

Dated 11 December 2009

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- **By Hand:** delivering the signed copy to Clive Franks at Costain House, Vanwall Business Park, Maidenhead, Berkshire SL6 4UB;
- **Post:** returning the signed copy by post to Clive Franks at Costain House, Vanwall Business Park, Maidenhead, Berkshire SL6 4UB;
- **Fax:** faxing the signed copy to 01628 842 554 marked "For the attention of "Clive Franks"; or
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to clive.franks@costain.com. Please enter "Written resolutions dated 2009" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.