

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Company Number 2619408

Special Resolution

Of

AMEC Project Investments Limited

Passed on 27th June 2005

At an Extraordinary General Meeting of the Company duly convened and held at Sandiway House, Hartford, Northwich, Cheshire on 27th June 2005, the following Resolution was duly passed as a Special Resolution of the Company:-

'THAT the objects of the Company be altered by the deletion of the existing objects clause 3(A) in the Memorandum of Association and the substitution of the objects clause 3(A) set out in the printed document submitted to the meeting and for the purpose of identification signed or initialled by the Chairman.'



Chairman



AMEC Project Investments Limited

PROPOSED ALTERATION TO THE MEMORANDUM OF ASSOCIATION

3. The Company's objects are:

- (A) (i) To identify, evaluate, recommend, make, own, manage and administer investments in special purpose companies, joint ventures and projects, in particular relating to the design, construction, operation, maintenance and financing of infrastructure assets including but not limited to roads, hospitals, schools, prisons, water treatment plants, rail, air and other transportation systems.
- (ii) to carry on the business of providing services of every kind to the construction and engineering industry and to acquire by purchase or otherwise or take on lease and to sell, lease, hire out, lend or otherwise dispose of plant and equipment of every kind, lorries, cars, aircraft, ships and other means of transport and to maintain staff to provide services to others of every kind to carry on the business of owning, acquiring, designing, constructing, selling, letting or otherwise disposing of processed plant of every kind and components therefor, and to carry on business as chemists and refiners of every kind of substance and to provide advice in connection with any such matters and to carry on business as project designers, managers and advisers, management, industrial, business, personnel, marketing and general consultants of every kind and to act as managers of any business, project or venture on behalf of others and to provide design services and carry out preliminary research and investigation and to assist others generally in any business, project or venture.
- (iii) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.



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Chairman