  
RK Miller, Company Secretary

2/9/08

Company No 2759535

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTION**

**Pursuant to Section 291 Companies Act 2006**

**of**

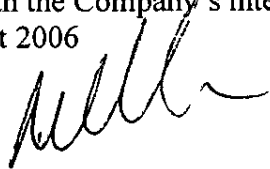
**LAING INFRASTRUCTURE HOLDINGS LIMITED**

**Passed on 5 August 2008**

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We, the undersigned, being the sole member of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution as an Ordinary Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

**THAT** with effect from 1st October 2008, the board of directors be authorised to approve any actual or potential conflict of interest of any director of the Company with the Company's interests in accordance with section 175(5) (a) of the Companies Act 2006



**Secretary**  
**John Laing Investments Limited**  
**Circulation Date: 5 August 2008**



## Notes

- 1 The written resolution will lapse if it is not passed by 1st September 2008 which is the end of a period of 28 days beginning with the Circulation Date
- 2 The written resolution is passed on the date and at the time your agreement to it is signified
- 3 Your agreement is signified when the Company receives an authenticated form of this document
- 4 This document is authenticated when it is signed and dated by you in the spaces provided
- 5 You may return the authenticated form of this document by posting it or delivering it by hand to c/o John Laing plc, Allington House, 150 Victoria Street, London SW1E 5LB
- 6 Your agreement, once signified, may not be revoked
- 7 If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so