

COMPANY NO. 02759535

LAING INFRASTRUCTURE HOLDINGS LIMITED

(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTION

circulated on 13 April 2015 (the *Circulation Date*)

The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution

SPECIAL RESOLUTION

THAT the share capital of the Company, currently of £3,000,002 divided into 3,000,002 ordinary shares of £1 each, be reduced by cancelling all but one of the ordinary shares (the *Reduction of Capital*) and that the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement the Reduction of Capital

AGREEMENT

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

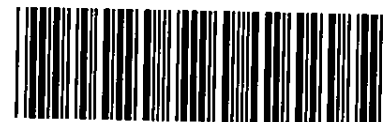
The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution and confirms that he or she has received a copy of the Solvency Statement at or before the time he or she received the copy of the Resolution as required by section 642(2) of the Companies Act 2006.

John Laing

Signed by *John Laing* on behalf of
John Laing Investments Limited

Date. 13 April 2015

MONDAY



A04 *A457HQB5* 13/04/2015 #66
COMPANIES HOUSE

NOTES

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

By hand: delivering the signed copy to Laing Infrastructure Holdings Limited at 1 Kingsway, London, WC2B 6AN

Post: returning the signed copy by post to Laing Infrastructure Holdings Limited at 1 Kingsway, London, WC2B 6AN

Email: by attaching a scanned copy of the signed document to an email and sending it to maria.lewis@laing.com

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Where, by 28 days following the Circulation Date insufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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