

UK HIGHWAYS M40 (HOLDINGS) LIMITED

WRITTEN RESOLUTION DATED 28 APRIL 2000
PURSUANT TO SECTION 381A COMPANIES ACT 1985

THAT:

1. The terms of the draft agreement as they relate to HYDER INVESTMENTS LIMITED (of which a copy is attached to this resolution and initialled by the Company Secretary for the purpose of identification) for the purchase by the Company from HYDER INVESTMENTS LIMITED of 2,822,500 "H" Ordinary shares of £1 each and 552,500 "CDC/Tr" Ordinary shares of £1 each in the capital of the Company at a price of £1 per Ordinary share be and are hereby approved and the Company be authorised to enter into such agreement; and
2. The payment out of capital (as such expression falls to be construed for the purposes of section 173 Companies Act 1985) required to be made by the Company pursuant to the agreement referred to above (being an amount of £7,477,026) be and is hereby authorised.

SIGNED by or on behalf of the registered holders of all the issued shares of the Company (other than those to which this resolution relates) entitled to attend and vote at general meetings of the Company:

Name of Shareholder

JL INFRASTRUCTURE
HOLDINGS LIMITED

CARILLION PRIVATE
FINANCE LIMITED

Signature

A.C. Pow.
[Signature]

