

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2939644

UK Highways plc

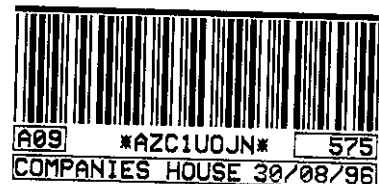
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

PO Box 295, Alexandra Gate, Rover Way, CARDIFF, CF2 2UE

on 22 August 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the Articles of Association laid before the Meeting and signed by the Secretary for the purposes of identification be hereby adopted by the Company in substitution for the existing Articles of Association.



Signed

R.G. Pugh

Position

Joint Company Secretary

NOTE To be filed within 15 days of the passing of the special resolution