

No of Company: 3724230

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

-of-

MACQUARIE EUROPEAN INFRASTRUCTURE LIMITED

The undersigned, being the sole shareholder of Macquarie European Investment Limited hereby **RESOLVES** as follows:

1. **THAT** the Company be re-registered as a public limited company.
2. **THAT** the name of the Company be changed to Macquarie European Infrastructure public limited company.
3. **THAT** the Memorandum of Association of the Company be amended:
 - (a) by amending paragraph 1 to provide that the name of the Company is Macquarie European Infrastructure public limited company; and
 - (b) by inserting a new paragraph 2 as follows:

"The Company is a public limited company"

and renumbering the subsequent paragraphs,
 - (c) by inserting a new paragraph 26 and 27 as follows:

"26 To carry on business in any part of the world, including without limitation, in Australia.

27 To establish and maintain branch registers in any part of the world, including without limitation, in Australia."

and renumbering the subsequent paragraphs.
4. **THAT :**
 - (a) the share capital of the Company be increased by £2 from £200,000,000 to £200,000,002 by the creation of one A Special Share of £1 in the capital of the Company with the rights and restrictions attaching to such A Special Share as are set out in the Articles of Association of the Company from time to time and the creation of one B Special Share of £1 in the Capital of the Company with the rights and restrictions attaching to such B Special Share as are set out in the Articles of Association of the Company from time to time; and
 - (b) the Regulations contained in the printed document attached to this written resolution and initialled for the purpose of identification be and are hereby



approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated this 1st day of September 2000

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Signature

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ANTHONY KAHV

Print Name

for and on behalf of

Macquarie Infrastructure Investment Management Limited