

Company Number: 4054291

**MONTERAY LIMITED (THE "COMPANY")**

**WRITTEN RESOLUTIONS**

(decisions taken on 23 April 2002)



We, the undersigned, being all of the members of the Company entitled to attend and vote at any general meeting of the Company, unanimously agree, pursuant to Section 381A of the Companies Act 1985, that the resolutions set out below, being decisions which may be taken by the Company in general meeting, be passed as written resolutions of the Company, having effect (in the case of Resolutions 1 and 3) as ordinary resolutions of the Company and (in relation to Resolution 2) as a special resolution of the Company:

**Resolution 1**

That the dividend recommended by the directors of the Company, being a dividend in aggregate of £4,623,831, be approved for distribution.

**Resolution 2**

That, notwithstanding any provision in the articles of association of the Company and/or any rights attaching to any of the issued shares, the amount of £2,623,831 of the dividend approved for distribution pursuant to Resolution 1 above, be divided equally among the members and not pro rata the members' respective shareholding of shares in the Company and that such equal amounts be paid in cash to the members of the Company.

**Resolution 3**

That, in accordance with the articles of association of the Company the amount of £2,000,000 of the dividend approved for distribution pursuant to Resolution 1 above, be paid pro rata the members' respective shareholding of shares in the Company and that such amounts be paid in cash to the members of the Company.

Signed: [Signature]  
For and on behalf of  
Carillion Services Limited

Date: 23 April 2002

Signed: [Signature]  
For and on behalf of  
Haden Building Management Limited

Date: 23 April 2002

Signed: [Signature]  
For and on behalf of  
Reliance Integrated Services Limited

Date: 23 April 2002