

Company No: 4252518

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JOHN LAING PROJECTS & DEVELOPMENTS LIMITED

(the "Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of, attend and vote at general meetings of the Company hereby, pursuant to the articles of association of the Company, unanimously pass resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions and agree that they shall have effect as if passed at a general meeting of the Company duly convened and held:

Resolution 1

That the authorised share capital of the Company be increased from £100 to £2,000,000 by the creation of 1,999,900 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the capital of the Company.

Resolution 2

That the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), for a period of 5 years from the date of adoption of this resolution to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate amount of the authorised but unissued share capital of the Company pursuant to Resolution 1 above.



Resolution 3

That the directors of the Company be and are hereby generally empowered pursuant to Section 95 of the Act to allot up to 2,000,000 ordinary shares of £1 each in the share capital of the Company for the purposes of Section 80 of the Act as if Sections 89(1) and 90(1) – (6) of the Act did not apply to such allotment.

22 December 2006

A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes, positioned above a dotted line.

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Signed

Duly authorised by and on behalf of
Laing Infrastructure Holdings Limited