

Company No. 4252518
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of

JOHN LAING PROJECTS & DEVELOPMENTS (HOLDINGS) LIMITED
(the "Company")

Passed on 29th March 2007

Pursuant to written resolutions of the members the following was duly passed as ORDINARY and SPECIAL RESOLUTIONS of the Company by all members entitled to receive notice of, attend and vote at general meetings of the Company

Resolution 1

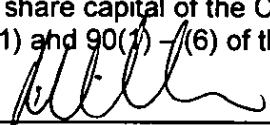
That the authorised share capital of the Company be increased from £2,000,000 to £3,000,000 by the creation of 1,000,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the capital of the Company

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 the authorised but unissued 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


Secretary

#76537

TUESDAY



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COMPANIES HOUSE