

Company No: 4401816

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

of

**JOHN LAING INFRASTRUCTURE LIMITED**

pursuant to Sections 123(3) and 378 Companies Act 1985  
passed on 13<sup>th</sup> June 2007

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Pursuant to written resolutions of the sole member of the Company passed on 13<sup>th</sup> June 2007 the following were duly passed as ORDINARY AND SPECIAL RESOLUTIONS of the Company by the member entitled to receive notice of, attend and vote at general meetings of the Company

**ORDINARY RESOLUTION**  
**Resolution 1**

That the authorised share capital of the Company be increased from £40,000,000 to £50,000,000 by the creation of 10,000,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the capital of the Company

**SPECIAL RESOLUTIONS**  
**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 10,000,000 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

  
Secretary



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21/07/2007  
COMPANIES HOUSE

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