

Company No. 4401816

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

LAING ROADS LIMITED

pursuant to Sections 123(3) and 378 Companies Act 1985
passed on 26 February 2004


Pursuant to a written resolution of the sole member of the Company passed on 26 February 2004 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

That the authorised share capital of the Company be increased from £100 to £5,000,000 by creation of a further 4,999,900 Ordinary shares of £1 each ranking *pari passu*.

SPECIAL RESOLUTION

That, subject to the passing of the previous resolution, the directors of the Company be empowered under section 95 of the Companies Act 1985 (the Act) to allot 499,999 shares for money or money's worth pursuant to the authority conferred on them by the Articles as if section 89(1) of the Act did not apply to any such allotment. The Company may make any offer or agreement before the expiry of this power which would or might require equity securities to be allotted after it has expired, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution.


Secretary

