

Company number: 07004340

WSP (US) FINANCE LIMITED
(the "Company")

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

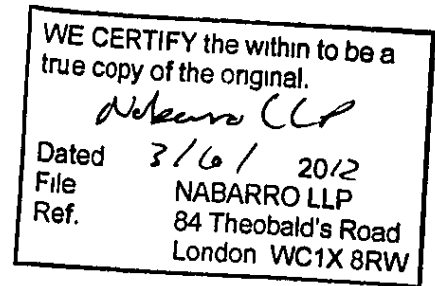
PASSED ON 3 OCTOBER 2012

The following written resolution having been duly proposed by the directors of the Company was duly passed by the Company as a special resolution

THAT the issued share capital of the Company be reduced from US\$32,300,002 00 to US\$2 00 by the cancellation of 32,300,000 redeemable ordinary shares of US\$1 00 each in the capital of the Company

Signed ... 

Director/Secretary



Company number: 07004340

WSP (US) FINANCE LIMITED
(the "Company")

WE CERTIFY the within to be a true copy of the original	
<i>Nabarro LLP</i>	
Dated	3 / 10 / 2012
File	NABARRO LLP
Ref	84 Theobald's Road London WC1X 8RW

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution

THAT the issued share capital of the Company be reduced from US\$32,300,002 00 to US\$2 00 by the cancellation of 32,300,000 redeemable ordinary shares of US\$1 00 each in the capital of the Company

The sole member of the Company entitled to vote on the resolution on 3 October 2012 (the "Circulation Date") should sign and date below to signify its agreement to the resolution

This resolution must be passed by the sole member within 28 days from the Circulation Date, otherwise it will lapse

Agreed

Signed

[Signature]

for and on behalf of WSP Group plc

Date. 3 . 10 . 2012