



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 75712

I hereby certify that

LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as a private
company and that the Company is limited.

Given under my hand at Edinburgh the 4 August 1981

DEO. R. McIntosh

Registrar of Companies

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

□ □ □ □ □

7571

Name of Company

LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

TIMOTHY JOHN BYE

of 8 Hertford Road

East Finchley

London N2 9BU

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in
the formation

of "LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 2616 Graham

Will Hill
MS 7302

the 16th day of July

One thousand/nine hundred/and/ Gilly

before me 1/14/65

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths~~

Signature of Declarant

ABZ -

Presentor's name, address and
reference (if any):

923776

For official use

New companies section

Post room

COMPANIES INC. 1968
20 JUN 1968
C. 19

No

The Companies Acts 1948 to 1980

75712/2

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

L65

LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

Incorporated the day of 1981

THE COMPANIES ACTS 1948 TO 1980

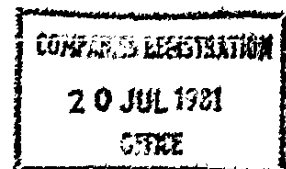
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

- 1 The name of the Company is "LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED".
- 2 The registered office of the Company will be situate in Scotland.
- 3 The objects for which the Company is established are :-
 - (A) To carry on business as managers, controllers, consultants and planners of contracts for all kinds of work in any countries of the world and in particular contracts for building, civil engineering and for the construction of works and conveniences of all kinds whether public or private which expression in this Memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigation, reclamation, improvement, sewage, sanitary, water and other works, and hotels, warehouses, markets, public and other buildings, and all other works, buildings, and conveniences of public or private utility.
 - (B) To carry on business as building, civil engineering and public works contractors for the construction of works of all kinds whether public or private.
 - (C) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (D) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.



- (E) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (G) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (H) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (I) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (J) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (K) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

- (L) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (M) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (N) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (O) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (P) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (Q) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £1000, divided into 1000 shares of £1 each.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
T. J. Byr Page Street London NW7 2ER	One
G. D. Gibson Page Street London NW7 2ER	One
Dated the 16th day of July 1981	
WITNESS to the above signatures :-	
J. A. Pate Page Street Kull Hill NW7 2ER	

THE COMPANIES ACTS 1948 - 1980

COMPANY LIMITED BY SHARES

75712/3

ARTICLES OF ASSOCIATION

OF

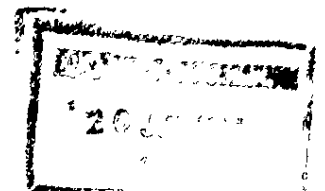
LAING MANAGEMENT CONTRACTING (SCOTLAND) LIMITED

PRELIMINARY

- 1 The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967, 1976 and 1980 (hereinafter referred to as "Table A, Part I"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these regulations, apply to the Company, and regulation 1 of Table A, Part 1, shall apply to the construction of these regulations. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY

- 2 The Company is a private company,



SHARE CAPITAL

- 3 The share capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.
- 4 Save as the Company may by ordinary resolution otherwise direct all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

LIEN

- 5 The liens given by regulation 11 of Table A, Part I, shall extend to every share in the capital of the Company whether fully paid or not.

CALLS ON SHARES

- 6 The rate of interest specified in regulation 18 of Table A, Part I, shall be 15 per cent. per annum.
- 7 The rate of interest specified in regulation 21 of Table A, Part I, shall be 12 per cent. per annum.

TRANSFER OF SHARES

- 8 The instrument of transfer of fully paid shares shall be executed by the transferor only. Regulation 22 of Table A, Part I, shall be modified accordingly.
- 9 Subject to the provisions of regulation 24 of Table A, Part I, any share may at any time be transferred to a person who is already a holder of shares in the capital of the Company for the time being. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

- 10 Two members present in person or by proxy shall be a quorum at any general meeting. Regulation 53 of Table A, Part I, shall be modified accordingly.

- 11 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A, Part I, shall be modified accordingly.
- 12 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

DIRECTORS

- 13 Unless and until otherwise determined by an ordinary resolution of the Company the Directors shall not be less than two in number. Regulation 75 of Table A, Part I, shall not apply to the Company.
- 14 The remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Regulation 76 of Table A, Part I, shall not apply to the Company.
- 15 The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or general meetings, or otherwise in or about the business of the Company.
- 16 A Director shall not be required to hold any shares in the capital of the Company to qualify him for office, but nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company. Regulation 77 of Table A, Part I, shall not apply to the Company.
- 17 The words "by ordinary resolution" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

- 18 The proviso to regulation 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

- 19 The words "at a meeting of the Directors" shall be deleted from regulation 84(1) of Table A, Part I.
- 20 No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-paragraphs (2), (3), (4) and (5) of regulation 84 of Table A, Part I, shall not apply to the Company.
- 21 The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for the purpose" shall be deleted from regulation 86 of Table A, Part I.

RETIREMENT OF DIRECTORS

- 22 The office of a Director shall be vacated in any of the following events, namely :-
- (a) If he become prohibited by law from acting as a Director.
 - (b) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the registered office.
 - (c) if he have a receiving order made against him or compound with his creditors generally.
 - (d) If he become of unsound mind.

Regulation 88 of Table A, Part I, shall not apply to the Company.

- 23 The Directors shall not be subject to retirement by rotation, and regulations 89 to 94 of Table A, Part I, shall not apply to the Company.
- 24 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Regulation 95 of Table A, Part I, shall not apply to the Company.
- 25 In regulation 97 of Table A, Part I, the sentence beginning "A person appointed" and ending "elected a Director" shall be deleted.

PROCEEDINGS OF DIRECTORS

- 26 A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Regulation 106 of Table A, Part I, shall not apply to the Company.

ALTERNATE DIRECTORS

- 27 Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointor may by notice in writing to the Company from time to time direct; but save as aforesaid shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

MANAGING DIRECTOR

- 28 In regulation 107 of Table A, Part I, the second sentence shall be deleted and the following shall be inserted :

"Such appointment shall be automatically determined if a Director so appointed ceases from any cause to be a Director".

PROVISIONS AND RESERVES

- 29 (a) The Directors shall establish a reserve to be called the capital reserve, which shall not be available for dividend but which shall be available to meet depreciation or contingencies or for repairing, improving or maintaining any property of the Company or for such other purposes as the Directors may in their discretion think conducive to the interests of the Company, and the Directors may invest the sums standing to the capital reserve in such investments as they think fit, other than shares or stocks of the Company, and may from time to time deal with or vary such investments and dispose of all or any part thereof with full power to employ the capital reserve in the business of the Company, and that without keeping it separate from the other assets and with power to divide the said capital reserve into separate accounts or funds if they think fit. Appreciations of capital assets and realised profits resulting on a sale of capital assets (except so far as representing interest or dividends accrued and unpaid) shall not be treated as profits available for dividend but shall either be carried to the credit of the capital reserve or shall be applied in providing for depreciation or contingencies or for writing down the value of the assets.
- (b) Without prejudice to the provisions of sub-paragraph (a) of this regulation the Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may be invested in such investments as the Directors may think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.

Regulation 117 of Table A, Part I, shall not apply.

INDEMNITY

- 30 Subject to the provisions of the Act every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A, Part I, shall be extended accordingly.

OVER-RIDING PROVISIONS

- 31 Whenever John Laing Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these regulations :-
- (a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
 - (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
 - (c) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T. J. Byge
Page Street
London NW7

G. D. Gibson
Page Street
London NW7 2ER

Dated the 16th day of July 1981

WITNESS to the above signatures :-

J. P. Page
Page Street
Hull HU1
NW7 2ER



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

75712/5

Name of Company

LAING MANAGEMENT CONTRACTING (SCOTLAND)

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

175 Elderslie Street

Glasgow G3 7JR

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☐

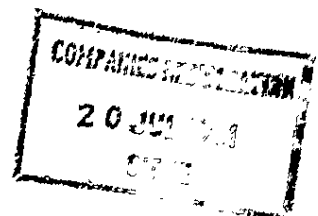
If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

CL5158

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Name (note 2)	TERENCE WILLIAM FLEMING	Business occupation
		Chartered Civil Engineer
Former name(s) (note 3)		Nationality
Address (note 4)	209 Merryhill Road	British
	Bushey, Herts WD2 1AP	Date of birth (where applicable) (note 6)
		19.8.38
Particulars of other directorships (note 5)		
Laing Management Contracting Limited		
John Laing Construction Limited		
I hereby consent to act as director of the company named on page 1		
Signature		Date 23.6.81

Name (note 2)	PETER ROWLAND GOULD	Business occupation
		Director of Companies
Former name(s) (note 3)		Nationality
Address (note 4)	19 Avenue Road	British
	St Albans, Herts	Date of birth (where applicable) (note 6)
		3.7.45
Particulars of other directorships (note 5)		
Laing Management Contracting Limited		
I hereby consent to act as director of the company named on page 1		
Signature		Date 23.6.81

Name (note 2)	WILLIAM MONAHAN	Business occupation
		Director of Companies
Former name(s) (note 3)		Nationality
Address (note 4)	4 Yetts Crescent	British
	Rosebank	Date of birth (where applicable) (note 6)
	Kirkintilloch, G66 3RW	3.3.37
Particulars of other directorships (note 5)		
Nil.		
I hereby consent to act as director of the company named on page 1		
Signature		Date 3/7/81

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write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

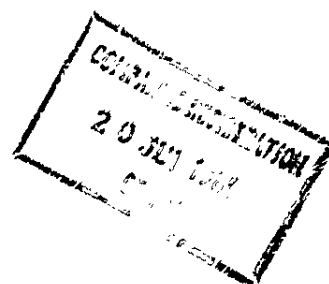
LAING MANAGEMENT CONTRACTING (SCOTLAND)	Limited*

Particulars of other directors (continued)

Name (note 2)	THOMAS JAMES MCKINNEY	Business occupation
		Accountant
Former name(s) (note 3)		Nationality
Address (note 4)	33 Carlisle Road	British
	Hamilton	Date of birth (where applicable) (note 6)
	Lanarkshire	28.5.38
I hereby consent to act as director of the company named on page 1		
Signature		Date 13.7.81

Particulars of other directorships

N/A.



Please do not write in this binding margin

Please do not write in this binding margin

... who are.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Important
The part to be given to those registered in section 21(2)(b) of the Companies Act 1976 and 200(3) of the Companies Act 1948. read on page 1 of the company part

Please complete legibly, preferably in black type, or bold black lettering

Continuation sheet No. 2 to Form No. 1

Company number

* delete if inappropriate

Name of Company

LAING MANAGEMENT CONTRACTING (SCOTLAND)

Limited*

Particulars of other directors (continued)

Name (note 2)

GORDON BOWER COSH

Former name(s) (note 3)

Address (note 4)

8 Bute Court Dirleton Drive

Langside

Glasgow

Business occupation
Director of Marketing and Sales

Nationality

British

Date of birth (where applicable) (note 6)
26.29.3.39

I hereby consent to act as director of the company named on page 1

Signature

Gordon B Cosh.

Date 1/7/81

Particulars of other directorships

NIL.


Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	THOMAS JAMES MCKINNEY
Former name(s) (note 3)	
Address (notes 4 & 7)	33 Carlisle Road
	Hamilton, Lanarkshire
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 13.7.81

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature _____ [Subscriber] [Agent]† Date _____

Signature _____ [Subscriber] [Agent]† Date _____