

**BAM Nuttall Limited (company number 00305189)  
(the "Company")**

**Written Special Resolutions of the Members (the "Resolutions")**

**Proposed by the Board of Directors of the Company in accordance with Chapter 2 of Part  
13 of the Companies Act 2006**

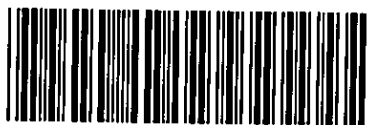
In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we, being the members of the Company who at the date these Resolutions are circulated would have been entitled to vote on these Resolutions, hereby pass the following special resolutions:

**WE RESOLVE THAT:**

- (A) the EUR 360,000,000 term loan facility between, amongst others, Koninklijke BAM Groep N.V. and certain of its Subsidiaries as Obligor, the Original Lenders and Fortis Bank (Nederland) N.V. as Facility Agent (as defined therein) (the "Finance Document") on terms including the guarantee to be given by the Company thereunder are hereby approved, and it is considered by us that the Finance Document would promote the success of the Company for the benefit of its members as a whole, and that it would be to the benefit and advantage of the Company to enter into, and to grant the guarantee pursuant to the Finance Document.
- (B) the directors of the Company be and are hereby instructed and authorised to enter into the Finance Document, subject to such amendments as the board of directors of the Company in their discretion see fit, and to take any action in connection with the negotiation, execution, delivery and performance of the Finance Document as they shall deem necessary or appropriate.

Dated: 26 May, 2009

THURSDAY



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COMPANIES HOUSE

CHAIRMAN  
INITIALS

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date (as defined below).
2. The circulation date of the Resolutions is 26 May, 2009 (the "Circulation Date")
3. The procedure for signifying agreement by eligible members of the Company to the Resolutions is as follows:
  - (A) A member signifies his agreement to the proposed Resolutions when the Company receives from him (or someone duly appointed to act<sup>1</sup> on his behalf) an authenticated document –
    - (i) identifying the Resolutions to which it relates, and
    - (ii) indicating his agreement to the Resolutions.
  - (B) The document must be sent to the Company in hard copy form or in electronic form.
  - (C) A member's agreement to the Resolutions, once signified, may not be revoked.
  - (D) The Resolutions shall be passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the Resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006) and, if sufficient agreement has not been received for the Resolutions to pass, they shall lapse.

<sup>1</sup> If acting under a Power of Attorney or other authority, a copy of it should be sent to the Company with the signed Resolutions.

**AGREEMENT BY ELIGIBLE MEMBERS TO THE RESOLUTIONS**

We, being together all of the members of the Company eligible to vote on the Resolutions on the Circulation Date:

1. confirm that we have received a copy of the above Resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006 and the documents to which it refers (specifically, the Finance Document) and have read the notes to the Resolutions set out below; and
2. hereby unanimously resolve and irrevocably agree that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such Resolutions shall take effect as special resolutions.

Executed on behalf of  
Materiel Maatschappij Nederhorst  
BV

By:

Capacity:

Date:

[Director / Company Secretary]

Executed on behalf of  
BAM Group (UK) Limited

By:

Capacity:

Date:

Martin Rogers

Director

26 May 2009

**NOTES**

- 1 If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions.

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CHAIRMAN  
INITIALS

- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Unless, by midnight on 26 May 2009, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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