

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TURNER & TOWNSEND PROJECT MANAGEMENT LIMITED (the "Company")
(Company Number: 2165592)

| April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 **THAT** the Company be authorised to give financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) described in the declaration sworn by the directors of the Company, a copy of which is annexed hereto and initialled for identification purposes and to enter into -
 - (a) a deed of assignment and novation to be entered into between Turner & Townsend LLP, Turner & Townsend plc (the "**Purchaser**"), the Company, Turner & Townsend Group Limited, Turner & Townsend International Limited, Turner & Townsend Cost Management Limited, Turner & Townsend Property Services Limited, Turner & Townsend Management Solutions Limited, Turner & Townsend Contract Services Limited, Turner & Townsend UK Limited and Turner & Townsend Energy Limited (the "**Subsidiaries**") and the Royal Bank of Scotland plc (in various capacities) (the "**Deed of Assignment and Novation**") whereby the parties thereto agree to, amongst other things, transfer the obligations under a term and revolving facilities agreement to be entered into between the parties to the Deed of Assignment and Novation (except for the Purchaser) (the "**Term and Revolving Facilities Agreement**") from Turner & Townsend LLP to the Purchaser,
 - (b) a deed of amendment and restatement to be entered into between the Purchaser, the Company, the Subsidiaries and the Royal Bank of Scotland plc (in various capacities) (the "**Deed of Amendment and Restatement**") whereby the Term and Revolving Facilities Agreement (as assigned and novated by the Deed of Assignment and Novation) is amended and restated,
 - (b) an intra group loan agreement to be made between, inter alia, the Company, the Purchaser and the Subsidiaries whereby the Company and the Subsidiaries will make a loan up to a maximum amount of £13,000,000 available to the Purchaser (the "**Intra Group Loan Agreement**"), along with a letter of support in relation to the Intra Group Loan Agreement from the Purchaser to the Company and the Subsidiaries (the "**Letter of Support**")

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SATURDAY



A02

12/04/2008

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COMPANIES HOUSE

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 9 DAY OF April 2008
Pinsent Masons LLP *Pinsent Masons LLP*

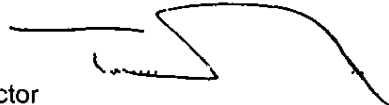
- (c) a group overdraft facility to be made between the Company, the Subsidiaries, the Purchaser and the Lender (acting as agent for National Westminster Bank plc ("NatWest")) for the provision of certain on demand overdraft facilities up to an aggregate of £5,000,000 (the "**Group Overdraft Facility**")
- (d) an unlimited inter company composite guarantee to be made between the Subsidiaries, the Company, the Purchaser and the Lender (acting as agent for NatWest) whereby the Company guarantees the liabilities of the Subsidiaries and Turner & Townsend plc to the Lender (the "**Group Overdraft Guarantee**")

- 2 **THAT** the entering into by the Company of the Deed of Assignment and Novation Agreement, the Deed of Amendment and Restatement, the Intra Group Loan Agreement, the Letter of Support, the Group Overdraft Facility and the Group Overdraft Guarantee be and is hereby approved as being in the best interests of the Company and consequently the terms of each of the Deed of Assignment and Novation, the Deed of Amendment and Restatement, the Intra Group Loan Agreement, the Letter of Support, the Group Overdraft Facility and the Group Overdraft Guarantee be and are hereby approved

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on 1 April 2008, hereby irrevocably agrees to the Resolutions -

X 

Director
For and on behalf of
Turner & Townsend UK Limited

1 April 2008

2008

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at Low Hall, Calverley Lane, Horsforth, Leeds LS18 4GH

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
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 1 May 2008, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document