



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

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

28 June 2011

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")

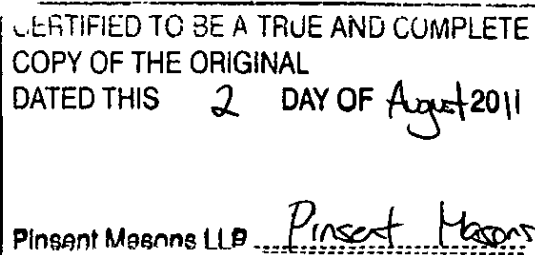
SPECIAL RESOLUTIONS

- 1 THAT the Company be authorised to enter into a deed of amendment and restatement (the "Deed of Amendment and Restatement") to be entered into between, inter alia, Turner & Townsend plc, the Company and The Royal Bank of Scotland plc (in various capacities) pursuant to which the term and revolving facilities agreement dated 1 April 2008 made between, inter alia, Turner & Townsend LLP, the Company and The Royal Bank of Scotland plc (in various capacities) (as assigned and novated pursuant to a deed of assignment and novation dated 4 April 2008, as amended and restated pursuant to a deed of amendment and restatement dated 4 April 2008 and a deed of amendment and restatement dated 6 February 2009 and as amended by letters dated 31 March 2011, 31 May 2011 and 9 June 2011) is to be further amended and restated (the amended and restated form of the term and revolving facilities agreement being attached as the appendix to the Deed of Amendment and Restatement)(the "Amended and Restated Facilities Agreement")
- 2 THAT the entering into by the Company of the Deed of Amendment and Restatement be and is hereby approved as being in the best interests of the Company and consequently the terms of the Deed of Amendment and Restatement and the Amended and Restated Facilities Agreement 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 28 June 2011, hereby irrevocably agrees to the Resolutions -




Director
For and on behalf of
Turner & Townsend UK Limited

28 June 2011