

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

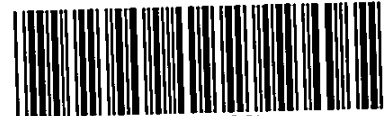
WRITTEN RESOLUTIONS

of

TURNER & TOWNSEND GROUP LIMITED (the "Company")
(Company Number. 3154484)

8th February 2012

WEDNESDAY



A17 *A12QB1P6* 15/02/2012 #172
COMPANIES HOUSE

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

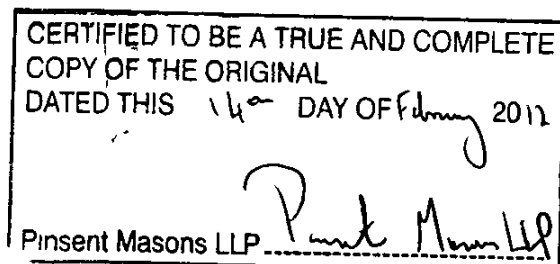
- 1 **THAT** the Company be authorised to enter into a deed of amendment and restatement (the "**Deed of Amendment and Restatement**") to be entered into between, inter alia, Turner & Townsend plc, the Company and The Royal Bank of Scotland plc (in various capacities) pursuant to which the term and revolving 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 and as amended and restated pursuant to a deed of amendment and restatement dated 1 July 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

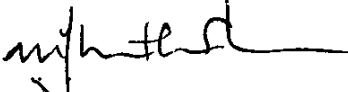
AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on 8th February 2012, hereby irrevocably agree to the Resolutions -

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Director
For and on behalf of
Turner & Townsend plc

JEREMY LATNUM-SHARP
8th February 2012

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 28 days after the Circulation Date, insufficient 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 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