

Company no. 5970324

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WSMR (HOLDINGS) LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as an ordinary resolution as detailed below

ORDINARY RESOLUTION

That 2,000 existing issued and unissued ordinary shares of £1 each in the capital of the Company be sub-divided into 200,000 ordinary shares of £0.01 each

Circulation date: *18 January 2008*

Registered office: Allington House, 150 Victoria Street, London SW1E 5LB

THURSDAY



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A44

31/01/2008

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COMPANIES HOUSE

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

JOHN GRAEME NELSON:

Name

JOHN GRAEME NELSON

block capitals please

Signed

John Nelson

Dated

21/9/08

MICHAEL ROBERT EDWARDS JONES:

Name

MICHAEL ROBERT EDWARDS JONES

block capitals please

Signed

Michael Jones

Dated

18/1/08

MARY PATRICIA BONAR:

Name

MARY PATRICIA BONAR

block capitals please

Signed

Mary Bonar

Dated

18/1/08

PETER WILKINSON:

Name

PETER WILKINSON

block capitals please

Signed

Peter Wilkinson

Dated

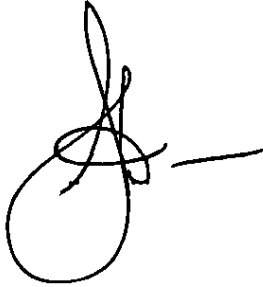
18/1/08

LAING RAIL LIMITED:

Name and position of
signatory

STEVEN PROCTOR
block capitals please

Signed by authorised person on
behalf of corporate member

A handwritten signature in black ink, appearing to be 'S. Proctor', with a horizontal line extending to the right.

Dated 18/1/08

WSMR (HOLDINGS) LIMITED

WRITTEN RESOLUTION: CIRCULATED ON 18 January 2008

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolution

This document contains a proposed written resolution of WSMR (Holdings) Limited for approval by you as a member of the Company. The resolution is proposed as an ordinary resolution and requires members holding a simple majority of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. Period to approve written resolution

If the Company has not received the necessary level of members' agreement to pass the resolution by 15 February 2008 (being 28 days from the date the resolution was first circulated to members), the resolution will lapse.

3. Action required if you wish to approve the resolution:

3.1 Please signify your agreement to the resolution by either completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways:

3.1.1 by delivering your signed and dated document

3.1.1.1 to the Company Secretary or a director of the Company in person,

3.1.1.2 by hand or by post to the Company's registered address marked "For the attention of the Company secretary", or

3.1.2 by scanning your signed and dated document, attaching it to an email and sending it to roger.miller@laing.com. Please enter "Written resolution circulated on 18 January 2008" in the e-mail subject box.

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 15 February 2008.

3.2 If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the close of business on 15 February 2008.

4. Action required if you do not wish to agree to the resolution:

You do not have to do anything Failure to respond will not be treated as agreement to the resolution