



Company No. 3163649

The Companies Act 1985
Company Limited by Shares
Ordinary, Special and Elective resolutions of
BLACK & VEATCH CONTRACTING LIMITED.

Passed 29th October 2004



At an **Extraordinary General Meeting** of the above named Company, duly convened and held at 632-652 London Road on **29th of October 2004** at 11.30 A.M.

the following resolution was duly passed as an **Ordinary Resolutions.**

1. Ordinary Resolution for the Increase of Authorised Share Capital
[Section 121 (2) (a) of the Companies Act 1985]

Resolution

'That the capital of the company be and it is hereby increased from £1,000 to £30,000,000 by the creation of an additional 29,999,000 ordinary shares of £1 each, to rank pari passu with the existing shares.'

The following resolutions were duly passed as a **Special Resolutions.**

2. Special Resolutions for the amendment of the Memorandum and Articles of Association to be changed to reflect the Increase of Authorised Share Capital.

Resolution

'That existing clause 2 of the Articles of Association be deleted and substituting therefore the following clause 2

2. The share capital of the Company is £30,000,000 divided into 30,000,000 Ordinary Shares of £1 each'

Resolution

'That existing sub clause 3.1 of the Articles of Association be deleted and substituting therefore the following clause 3.1



3.1 The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities of the Company to such persons, at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(4) of the Act, expire on the day preceding the fifth anniversary of the date of adoption of these Articles unless renewed, varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £30,000,000 or such other amount as shall be authorised by the Company in General Meeting

The following resolution was duly passed as a **Special Resolution**.

Resolution


'That existing clause 5 of the Memorandum of Association be deleted and substituting therefore the following clause 5

5. The Share Capital of the Company is £30,000,000 divided into 30,000,000 shares of £1 each.'

The following resolutions were duly passed as **Elective Resolutions**.

3. Elective Resolution in accordance with Section 379A of the Companies Act 1985 (The "Act") the Company hereby elects:

- i. The provisions of Section 80A shall apply instead of the provisions of Section 80(4) and (5) in relation to the giving of an authority under that section;
- ii. pursuant to Section 80A (2) of the Act, to grant authority to the directors of the company to allot the additional authorised Ordinary £1 shares up to the maximum amount of £30,000,000. This authority is given for an indefinite period.


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Company Secretary

18 November 2004