

The Companies Act 1985, 1989 and 2006

Macquarie Motorways Group Limited (the "Company")

The following ordinary and special resolutions were passed by written resolution of the sole shareholder of the Company pursuant to the Company's Articles of Association and the Companies Act 1985 (the "Act") and the Companies Act 2006 on 29 September 2008.

ORDINARY RESOLUTIONS

THAT the board may authorise, upon such terms as it sees fit, any matter proposed to it which would, if not so authorised, involve a breach of duty by a Director under section 175 of the 2006 Act, and may vary or terminate any such authorisation at any time.

SPECIAL RESOLUTIONS

- 1 THAT a director shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:
 - (i) holds office as a director of any other group company,
 - (ii) holds any other office or employment with any other group company,
 - (iii) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or
 - (iv) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group company
2. THAT a Director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person. In particular the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act because he:



- (i) fails to disclose any such information to the board or to any Director or other officer or employee of the Company, and/or
- (ii) does not use or apply any such information in performing his duties as a Director of the Company



Company Secretary