

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Certified as a true copy

WRITTEN RESOLUTIONS

OF

BRITISH AGRICULTURAL SERVICES LIMITED

(the "Company")

*Wendy F Rogers*

Director/Secretary

Circulation date: 21 December 2022

We, being the sole member of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. **THAT** a dividend in specie of £19,918,303 be and is hereby declared in favour of the holder of ordinary shares of £1 each in the Company out of the profit and loss reserve, such dividend to be satisfied in full under the terms of an assignment agreement to be agreed between the Company, Hanson Overseas Holdings Limited, Hanson Packed Products Limited and Houserate Limited; and
2. **THAT** a dividend in specie of £344,054,000 be and is hereby declared in favour of the holder of ordinary shares of £1 each in the Company out of the reserve arising from the reduction of capital, such dividend to be satisfied in full under the terms of an assignment agreement to be agreed between the Company, Hanson Overseas Holdings Limited, Hanson Packed Products Limited and Houserate Limited.

**Agreement**

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

The undersigned, who is duly authorised on behalf of the person entitled to vote on the above resolutions on the circulation date, hereby irrevocably agrees to the resolutions.

Signed for and on behalf of:  
**HANSON OVERSEAS HOLDINGS LIMITED**

Date: 21 December 2022

SATURDAY



A03      \*ABUOSGUZ\*      #188  
07/01/2023  
COMPANIES HOUSE

## NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to the Company Secretary (and marked for their attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By post: returning the signed copy by post to the Company Secretary (and marked for their attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By fax: faxing the signed copy to 01628 774232 marked "for the attention of the Company Secretary".

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [wendy.rogers@hanson.com](mailto:wendy.rogers@hanson.com).

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 sufficient agreement has been received for the resolutions to pass within 28 days of the circulation date, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.
6. A copy of the resolutions has been sent to the auditors.