

No: 488067

**THE COMPANIES ACTS 1985 AND 1989**

**PUBLIC LIMITED COMPANY**

**HANSON PLC**

At the Annual General Meeting of the above Company held at the Millennium Mayfair Hotel, Grosvenor Square, London W1A 3AN on May 14, 2002, the following resolutions were duly passed:

**ORDINARY RESOLUTIONS**

"THAT the directors be and are hereby authorised in accordance with, and subject to the terms of, Article 5 of the company's Articles of Association, to allot relevant securities up to an aggregate nominal amount of £358,000,000."

**SPECIAL RESOLUTIONS**

"THAT the directors be and are hereby authorised in accordance with, and subject to the terms of, Article 6 of the company's Articles of Association, to allot equity securities for cash and, for the purposes of paragraph (c) of that Article, up to an aggregate nominal amount of £73,500,000."

"THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of up to an aggregate of 73.5 million ordinary shares of £2 each in the company at a price per share (exclusive of expenses) of not less than £2 and not more than 5 per cent above the average of the market quotations for such an ordinary share, as derived from the London Stock Exchange Daily Official List, for the 5 business days immediately preceding the date of purchase, such authority to expire at the conclusion of the annual general meeting to be held in 2003, save that the company may purchase any such shares at any later date where such purchase is pursuant to any contract made by the company before the expiry of this authority."

  
**Paul Tunnacliffe**  
Company Secretary

May 14, 2002

