

Company No. 00488067

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HANSON BUILDING MATERIALS LIMITED

(the "Company")

Circulation Date: 14 December 2023

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** pursuant to Chapter 2 of Part 13 of the Companies Act 2006, to pass the resolutions set out below, which have been proposed as special resolutions (the **Resolutions**).

Special resolutions

- 1. **THAT** pursuant to Section 641(1)(a) of the Companies Act 2006, the Company's issued share capital be reduced from £1,473,937,698, divided into 736,968,849 ordinary shares of £2 each, to £100,000,000, divided into 50,000,000 of £2 each, by cancelling 686,968,849 ordinary shares of £2 each registered in the name of Hanson Holdings Limited and the amount of such reduction be and is hereby credited to the reserves of the Company.
- 2. **THAT** pursuant to section 641(1)(a) of the Companies Act 2006, the Company's share premium account, treated for the purpose of a reduction of capital as part of the Company's paid up share capital under section 610(4) of the Companies Act 2006, be reduced from £1,493,072,177 to nil and the amount of such reduction be and is hereby credited to reserves of the Company.


AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the above Resolutions on the circulation date hereby irrevocably agrees to the Resolutions.

Signed for and on behalf of

HANSON HOLDINGS LIMITED



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Date: 14 December 2023

NOTES:

- 1 If you agree with 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 Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

By Post: returning the signed copy to the Company Secretary (and marked for their attention) at Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to wendy.rogers@heidelbergmaterials.com

If you do not agree with 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 The Resolutions will lapse if not passed by the date which falls 28 days from the circulation date. However, pursuant to section 642 of the Companies Act 2006, in order to be effective the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital. Therefore if you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 4 If you are signing this document under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.