

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF

OSWALD TILLOTSON LIMITED

(the "Company")

Certified as a true copy

M. J. J.
Director/Secretary



Circulation date 21 July 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT, conditional upon

- A the registration of the documents related to the reduction of the Company's capital by £333,943 by the registrar of companies as required by section 644 of the Companies Act 2006 (the "**Registration**"), and
- B the directors of the Company being satisfied up to the time of the Registration that there had been no adverse change to the profits of the Company available for distribution,

THAT the Company declare and pay a dividend to Hanson Financial Services Limited (the "**Shareholder**") of £333,943, such payment to be satisfied by the assignment by the Company to the Shareholder of the benefit of, and all interest, right and title in, a debt of £333,943 due to the Company from West of England Sack Holdings Limited

Agreement

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

The undersigned, who are duly authorised on behalf of all the persons entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution

Signed by

E. G. J.
Director

J. J. J.
Director

For and on behalf of Hanson Financial Services Ltd

Tillotson Commercial Vehicles Ltd

Date

21 July 2011

21 July 2011

NOTES

- 1 If you agree to the resolution, 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 at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ

By Post returning the signed copy by post to the Company Secretary 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 roger.tyson@hanson.com

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the resolution to pass, within 28 days of the circulation date, the resolution will lapse. If you agree to the resolution, 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