

THE COMPANIES ACT 1985

CHEVAL HOLDINGS LIMITED

COMPANY LIMITED BY SHARES

At a second Extraordinary General Meeting of the above-named company duly convened and held on August 14, 1987 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"That :-

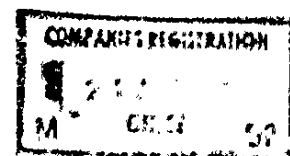
- (i) the Company be re-registered as a public limited company;
- (ii) the name of the Company be changed to Hanson Finance PLC;
- (iii) the memorandum of association of the Company be amended by the inclusion of a new Clause 2 reading as follows:-

"The Company is to be a public limited company"

and the consequential renumbering of the remaining Clauses of the memorandum of association; and

- (iv) that the Articles of Association now produced to the Meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association and all other regulations for the management of the affairs of the Company."

D. J. D. D. D.
CHAIRMAN



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C. 241.