

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

HANSON (MR) LIMITED

We, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a meeting of the holders of the ordinary shares of £1.00 each HEREBY RESOLVE that the following resolutions be adopted as Special Resolutions of the Company and agree that the said resolutions shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at an extraordinary general meeting of the Company of the holders of the ordinary shares of £1.00 each duly convened and held:

SPECIAL RESOLUTIONS

1. "THAT the authorised share capital of the Company be increased from £1,000,000,000 comprised of 1,000,000,000 ordinary shares of £1.00 each to £3,500,000,000 by the creation of 2,500,000,000 ordinary shares of £1.00 each, each such ordinary share ranking pari passu and forming one uniform class of shares with the existing ordinary shares of £1.00 each in the capital of the Company.
2. That:
 - (i) for the purposes of Section 80 of the Companies Act 1985 (the "Act") the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £3,500,000,000 provided that the authority hereby conferred shall expire on April 6, 2011 unless renewed, varied or revoked by the Company in general meeting before such expiry, except that the Company may at the time before such expiry make offer or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired and such authority shall be in substitution for any previous authority to allot relevant securities conferred upon the directors; and
 - (ii) the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to



varied from time by the Company in general meeting) as if Sections 89(1) and 90(1) to (6) of the Act did not apply to any such allotment, provided that such power shall expire on April 6, 2011 unless renewed, varied or extended by the Company in general meeting before such expiry, except that the Company may at any time before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and such authority shall be in substitution for any previous authority to allot equity securities conferred upon the directors."

Dated this 7th day of April 2006

For: St Edouard S.à.r.l.

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Manager

For: St Yvette S.à.r.l.

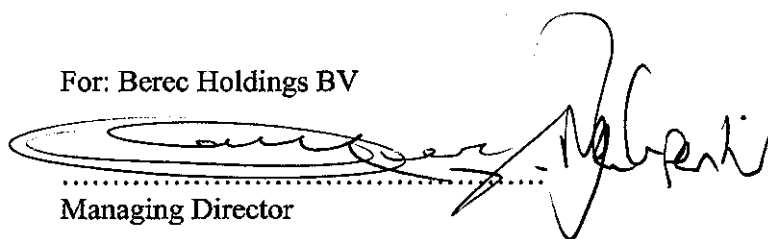
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Manager

For: Hanson Building Materials Limited

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Director

For: Berec Holdings BV

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Managing Director



For: CGF NetherlandsBV

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Managing Director



For: Fulber Limited

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Director

For: Sabine Limited

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Director

For: St Nicolas S.à.r.l.

.....
Manager

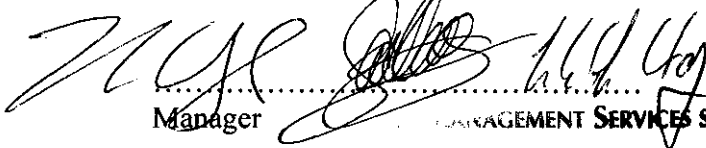
For: Tillotson Commercial Vehicles Limited

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Director

the authority conferred upon them by sub-paragraph (i) of this Resolution (as varied from time by the Company in general meeting) as if Sections 89(1) and 90(1) to (6) of the Act did not apply to any such allotment, provided that such power shall expire on April 6, 2011 unless renewed, varied or extended by the Company in general meeting before such expiry, except that the Company may at any time before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and such authority shall be in substitution for any previous authority to allot equity securities conferred upon the directors."

Dated this 7th day of April 2006

For: St Edouard S.à.r.l.



 Manager VICTORIA MANAGEMENT SERVICES S.A.

For: St Yvette S.à.r.l.



 Manager VICTORIA MANAGEMENT SERVICES S.A.

For: Hanson Building Materials Limited

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 Director

For: Berec Holdings BV

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 Managing Director

For: CGF NetherlandsBV

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 Managing Director

For: Fulber Limited

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 Director

For: Sabine Limited

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 Director

For: St Nicholas S.à.r.l.



 Manager VICTORIA MANAGEMENT SERVICES S.A.

For: Tillotson Commercial Vehicles Limited

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COMPANY NO: 1352158

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Dated this 7th day of April 2006

For: St Edouard S.à.r.l.

For: St Yvette S.à.r.l.

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Manager.....
Manager

For: Hanson Building Materials Limited

For: Berec Holdings BV

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Director.....
Managing Director

For: CGF Netherlands BV

For: Fulber Limited

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Managing Director.....
Director

For: Sabine Limited

For: St Nicolas S.à.r.l.

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Director.....
Manager

For: Tillotson Commercial Vehicles Limited

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Director

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Dated this 7th day of April 2006

For: St Edouard S.à.r.l.

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Manager

For: St Yvette S.à.r.l.

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Manager

For: Hanson Building Materials Limited

Caham Bensfield
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Director

For: Berec Holdings BV

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Managing Director

For: CGF NetherlandsBV

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Managing Director

For: Fulber Limited

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Director

For: Sabine Limited

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Director

For: St Nicolas S.à.r.l.

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Manager

For: Tillotson Commercial Vehicles Limited

Caham Bensfield
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Director