

AMENDED

COMPANY NO: 1352158

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
THE HOLDERS OF ORDINARY SHARES IN THE CAPITAL OF
HANSON (MR) LIMITED

PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being all of 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 ordinary shares HEREBY PASS the following resolutions as respectively ORDINARY AND SPECIAL RESOLUTIONS and agree that the said resolutions shall, pursuant to Sections 381A to C inclusive of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at an extraordinary meeting of the Company of the holders of ordinary shares duly convened and held:

ORDINARY RESOLUTION

“THAT:

the authorised share capital of the Company be increased from £500,000,000 to £1,000,000,000 by the creation of £500,000,000 ordinary shares of £1 each, each such ordinary share ranking pari passu and forming one uniform class of shares with the existing ordinary shares of £1 each in the capital of the Company.”

SPECIAL RESOLUTIONS

“1. THAT:

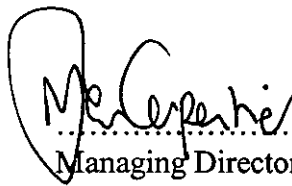
- (i) for the purposes of Section 80 of the Companies Act 1985 (the “Act”) the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £1,000,000,000 provided that the authority hereby conferred shall expire on February 28, 2009 unless renewed, varied or revoked 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 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



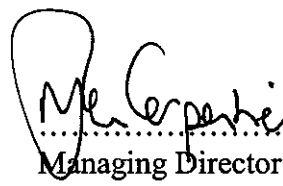
- (ii) the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred upon them by paragraph (iv) of this Resolution (as varied from time by the Company in general meeting) as if Sections 89(1) and 90(1) to (6) of the Act did not apply to any such allotment, provided that the authority hereby conferred shall expire on February 28, 2009 unless renewed, varied or revoked 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 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."

Dated this 1st day of March 2004


For: Berec Holdings BV


Managing Director

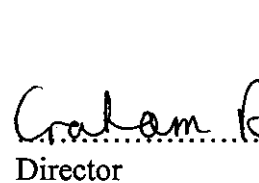
CGF Netherlands BV


Managing Director


For: Fulber Limited


Director

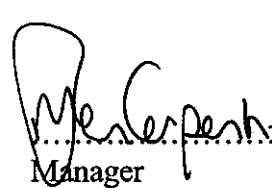
Hanson Building Materials Limited


Director

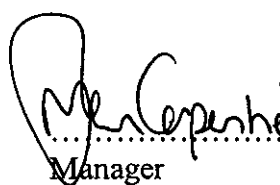
For: Sabine Limited


Director

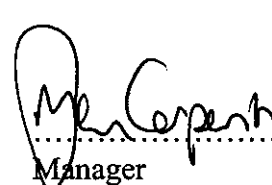
St Edouard S.A.R.L.


Manager

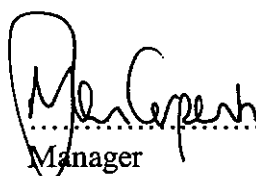
For: St Marius S.A.R.L.


Manager

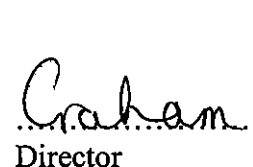
St Nicolas S.A.R.L.


Manager

For: St Yvette S.A.R.L.


Manager

Tillotson Commercial Vehicles Limited


Director