

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

UDS (NO 10)

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:

**SPECIAL RESOLUTIONS**

1. THAT the Company reduce its share premium account from £43,109,660,060 to zero and transfer the proceeds of such reduction to the Company's distributable reserves account.
2. THAT the Company reduce its capital reserve account from £3,000,000,000 to zero and transfer the proceeds of such reduction to the Company's distributable reserves account.

Dated this 21<sup>st</sup> day of November 2005

For: Hanson Holdings (3) Limited

Willows Nominees Limited

*Graham Densford*  
.....  
Director

*Graham Densford*  
.....  
Director

