

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
IMPERIAL FOODS LIMITED

(the "Company")

Certified as a true copy

M. Lyons
Director/Secretary

Circulation date: 5 November 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1 and 2 below are passed as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. THAT, in accordance with section 641 of the Companies Act 2006, the issued share capital of the Company be reduced from £101, divided into 101 ordinary shares of £1 each, to £2, divided into 2 ordinary shares of £1 each, by cancelling 99 ordinary shares of £1 each registered in the name of Bickleylake Limited.
2. THAT £989,999 standing to the credit of the Company's share premium account on the date of the passing of this resolution be and is hereby eliminated.

Agreement

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

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

Signed by:
Director

[Signature]

For and on behalf of: Bickleylake Limited.....

Date:

5/11/09

Signed by:
Director

[Signature]

WEDNESDAY



A52

"A55AKEVN"

11/11/2009

10

COMPANIES HOUSE

For and on behalf of: Hanson Building Materials Limited

Date:

5/11/09

NOTES

1. You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 (and marked for his attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By Post: returning the signed copy by post to the Company Secretary (and marked for his attention) 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 all of the resolutions, 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 resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolutions to pass within 28 days of the circulation date, they will lapse. If you agree to the resolutions, 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.