



IMPERIAL INVESTMENTS LIMITED

**Minutes of the Fifth Annual General Meeting
held at Bull Wharf, Redcliff Street, Bristol, BS1 6QR
on 17th January 1992**

Present: J H Pattisson (in the Chair) (representing Hanson plc)
P W Dunscombe (representing Mrs Y M Newbold)
W G Mather
C Deft (secretary)

1. The Chairman reported that a quorum was present.
2. It was resolved that the Notice convening the meeting be taken as read.
3. It was proposed by J H Pattisson, seconded by P W Dunscombe and agreed that the Report and Accounts for the year ended 28th September 1991 and the reports of the directors and auditors be received, approved and adopted.
4. It was proposed by J H Pattisson, seconded by P W Dunscombe and agreed that Messrs Coopers & Lybrand Deloitte be reappointed auditors of the Company in accordance with the provisions of Section 384 of the Companies Act 1985.
5. It was proposed by J H Pattisson, seconded by P W Dunscombe and agreed that the following Elective Resolution be passed as special business.

THAT pursuant to Section 379A of the Companies Act 1985 (as amended by the Companies Act 1989) ("the Act") the Company shall henceforth unless and until this Resolution shall be revoked:-

- (a) Apply the provisions of Section 80A of the Act instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of any authority under that section.
 - (b) Dispense with the laying of accounts and reports before the Company in general meeting for the purposes of Section 252 of the Act.
 - (c) Dispense with the holdings of Annual General Meetings for the purposes of Section 366A of the Act.
 - (d) Dispense with the obligation to appoint auditors annually for the purposes of Section 386 of the Act, whenever applicable.
6. There being no further business the meeting then concluded.

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Chairman

*Certified to be a true copy of
the original minutes.*

Christopher Deft

SECRETARY.