

31-01-96

WE HEREBY CERTIFY
THIS TO BE A TRUE COPY
OF THE ORIGINAL

W. S. BEACH, CROFT
STANLEYS

DATED 26th Jan 1996

Company No. 2163844

20 Farringham Street, London EC4A 3BN
Telephone: 01 242 1011

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

OF

LAFARGE PLASTERBOARD LIMITED

We being the sole member of the Company hereby resolve pursuant to Section 381A of the Companies Act 1985 (as amended) and regulation 54 of the Articles of Association of the Company that the following resolution be passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:-

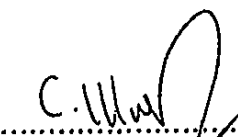
- (i) the authorised share capital of the Company be increased from £140,000,000 to £180,000,000 by the creation of 40,000,000 new Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company;
- (ii) the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities of the Company (which in this Resolution shall have the meaning given to that term in Section 80(2) of the Act) up to an aggregate nominal amount of £46,299,900 in relation to Ordinary Shares of £1 each but so that:-
 - (a) this authority shall expire on 17 December 1997 unless renewed or extended prior to that time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of



31-01-96

such offer or agreement as if the authority granted hereby had not expired; and

- (b) this authority is in replacement of all authorities and powers conferred on the directors for the purposes of Section 80 of the Act prior to the date of the passing of this Resolution;
- (iii) 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, but subject to the limitations imposed by, the authority conferred upon them by paragraph (ii) of this Resolution as if Section 89(1) of the Act did not apply to any such allotment except that the Company may before the expiry of the authority conferred upon them by paragraph (ii) of this Resolution make an offer or agreement which would or might require equity securities of the Company to be allotted after such expiry and the directors may allot equity securities of the Company in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
- (iv) the regulations contained in the form of Articles of Association annexed hereto be adopted as the Articles of Association of the Company in place and to the exclusion of all existing regulations of the Company.


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Clive Ellwood, Director for and on behalf of
Lafarge Plasterboard Holdings Limited

Dated 22 December 1995