

Company No: 2361476

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION OF  
THE HOLDER OF ORDINARY SHARES IN THE CAPITAL OF  
HANSON FACING BRICKS LIMITED

PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being the only member 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, an ORDINARY RESOLUTION and a SPECIAL RESOLUTION 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, 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:-

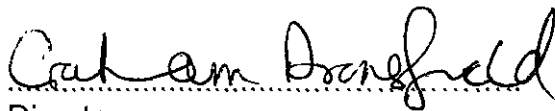
ORDINARY RESOLUTION

"THAT for the purposes of section 80 of the Companies Act 1985 (the "Act") the Directors be and they 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 £592,000 provided that the authority hereby conferred shall expire on May 30, 2006 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."



## SPECIAL RESOLUTION

"THAT 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 (i) of this Resolution (as varied from time to time by the Company in general meeting) as if section 89(1) of the Act did not apply to any such allotment, provided that such power shall expire on May 30, 2006, unless renewed or extended before such expiry, except that the Company may at any time before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired."



Director  
duly authorised for and  
on behalf of HANSON BUILDING  
HOLDINGS LIMITED

Dated: May 30, 2001

