Company No: 02361476

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**HANSON FACING BRICKS LIMITED**
(the "**Company**")

Certified as a true copy
Wendy F Rogers
~~Director~~/Secretary

Circulation date: 8 June 2023

We, being the sole member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as an ordinary resolution:

**ORDINARY RESOLUTION**

**THAT** a dividend in specie of £243,900,517 be and is hereby declared in favour of the holder of the ordinary shares of £1 each in the Company out of the reserve arising from the reduction of capital, such dividend to be satisfied in full under the terms of an assignment agreement to be agreed between the Company, Hanson Building Materials Europe Limited, Hanson Limited, Houserate Limited and Hanson Quarry Products Europe Limited.

**Agreement**

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

The undersigned, being the sole person entitled to vote on the above resolution on the circulation date (being the only eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agrees to the resolution.

Signed by:

WEDNESDAY
*ACGD0F9C*
A19 15/11/2023 #177
COMPANIES HOUSE

For and on behalf of
**HANSON BUILDING MATERIALS EUROPE LIMITED**

Date: 8 June 2023

**NOTES**

1. If you agree to the resolution, 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 their attention) at Hanson Limited, Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, England, SL6 8QZ.

   By post: returning the signed copy by post to the Company Secretary (and marked for their attention) at Hanson Limited, Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, England, SL6 8QZ.

   By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to wendy.rogers@hanson.com.

   If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the resolution, 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.

6. A copy of the resolution has been sent to the auditors.

Company Number: 4020668

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Certified as a true copy

Wendy E Rogers

Director/Secretary

WRITTEN RESOLUTION

OF

**BIRCHWOOD OMNIA LIMITED**

(the "**Company**")

Circulation date: 7 November 2023

We, being the sole eligible member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as an ordinary resolution:

**ORDINARY RESOLUTION**

**THAT** a dividend of £1,090,000,000 be and is hereby declared in favour of the holder of the ordinary shares in the Company, such dividend to be satisfied in full under the terms of a funds-flow agreement to be entered into between the Company, Heidelberg Materials UK Holding Limited and Heidelberg Materials AG on 8 November 2023.

**Agreement**

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

The undersigned, who is duly authorised on behalf of the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

Signed by: ......................................................

Director

For and on behalf of: **HEIDELBERG MATERIALS UK HOLDING LIMITED**

Date: 7 November 2023

**NOTES**

1. If you agree to the resolution, 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 their attention) at Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

   By post: returning the signed copy by post to the Company Secretary (and marked for their attention) at Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

   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 wendy.rogers@heidelbergmaterials.com.

   If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the resolution, 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.

6. A copy of the resolution has been sent to the auditors.