

Company No: 2362176

THE COMPANIES ACT 1985

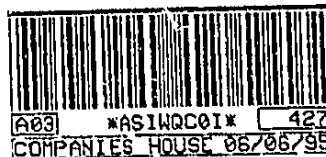
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF  
HANSON BUILDING HOLDINGS LIMITED

We, the undersigned, being all of the Members of the above-named company (the "Company") entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE as written SPECIAL RESOLUTIONS 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), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTIONS

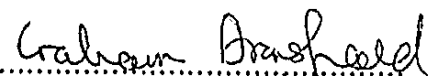
- (1) That the 3,099,814 ordinary shares of £1 each in the issued capital of the Company and a further 865,186 ordinary shares of £1 each in the authorised but unissued capital of the Company be and are hereby re-designated as "A" Ordinary Shares;
- (2) That the remaining 35,000 ordinary shares of £1 each in the authorised but unissued capital of the Company be and are hereby re-designated as "B" Ordinary Shares;
- (3) That each of the "A" Ordinary Shares and each of the "B" Ordinary Shares in issue from time to time shall rank pari passu in all respects with each other save that the Directors may, in their discretion, from time to time:-
  - (i) resolve that the Company pay a different interim dividend or recommend to the members that the Company pay a different final dividend on each category of such shares; or
  - (ii) resolve that the Company pay an interim dividend or recommend to the members that the Company pay a final dividend on one category of such shares but not on the other; and
- (4) That, in lieu of any previous authority whether granted by the Articles of Association of the Company or otherwise, the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on such terms as the Directors may determine. The authority hereby conferred shall, subject to Section 80 of the Act, be for a period expiring on December 31, 1995 unless renewed, varied or revoked by the Company in General Meeting prior to that date and the aggregate nominal value of the relevant securities



which may be allotted pursuant to such authority shall be £35,000 of "B" Ordinary Shares.

- (5) That the pre-emption procedures described in section 89 of the Act shall not apply to any allotments of securities for cash made by the Directors pursuant to the authority granted by Resolution 4 above.

  
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For Hanson Holdings (1) Limited

  
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For Tillotson Commercial Vehicles Limited

Dated: May 30, 1995