

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HANSON BUILDING MATERIALS EUROPE LIMITED

(the "Company")

Circulation date: 12 May 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company.

SPECIAL RESOLUTION

1. **THAT** in accordance with section 641 of the Companies Act 2006, the Company's share premium account (treated, for the purposes of a reduction of capital, as part of the Company's paid up share capital under section 610(4) of the Act) is reduced from £3,130,768,381 to nil and that the amount of such reduction be and is hereby credited to the reserves of the Company.

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.

The undersigned intends that this document shall also constitute (i) a class consent of the holders of the "A" ordinary shares of £1 each in the capital of the Company and (ii) a class consent of the holders of the "B" ordinary shares of £1 each in the capital of the Company.

Signed by:

Director

..... 

For and on behalf of: **Hanson Quarry Products Europe Limited**

Date: 12 May 2020



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14/05/2020

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COMPANIES HOUSE

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, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By Post: returning the signed copy by post to the Company Secretary (and marked for their attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

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@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 this resolution has been sent to the auditors.