

No. 2582811

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

HANSON FUNDING (B) LIMITED

At the Annual General Meeting of the above company held on July 7, 1998 the following resolution was passed as an ELECTIVE RESOLUTION:

"THAT pursuant to Section 379A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "Act") the company shall henceforth unless and until this Resolution shall be revoked:-

- (a) apply the provisions of Section 80A of the Act, instead of the provisions of Sections 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of any authority under that section;
- (b) dispense with the laying of accounts and reports before the company in general meeting for the purposes of Section 252 of the Act;
- (c) dispense with the holding of Annual General Meetings for the purposes of Section 366A of the Act; and
- (d) dispense with the obligation to appoint auditors annually for the purposes of Section 386 of the Act, whenever applicable".



P D Tunnacliffe
Secretary