

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
HANSON FUNDING (H) LIMITED
(the "Company")

Certified as a true copy

M. Egan
Director/Secretary

Circulation date. 25 March 2010

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

THAT, in accordance with section 641 of the Companies Act 2006, the issued share capital of the Company be reduced from £100,000,000, divided into 400,000,000 ordinary shares of £1 each (each being partly paid as to £0.25), to £1 00, divided into 4 ordinary shares of £1 each (each being partly paid as to £0.25), by cancelling 399,999,996 ordinary shares of £1 each (each being partly paid as to £0.25) registered in the name of Hanson Overseas Holdings Limited

Agreement

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

The undersigned, who are duly authorised on behalf of all the persons entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution

Signed by
Director

G. S. - 10

For and on behalf of Hanson Overseas Holdings Limited

Date:

25 March 2010

Signed by
Director

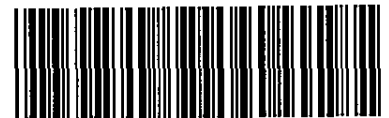
[Signature]

For and on behalf of Tillotson Commercial Vehicles Limited

Date:

[Signature] *25 March 2010*

SATURDAY



A10 *APW7SINZ* 374
27/03/2010
COMPANIES HOUSE

NOTES

- 1 You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 his 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 his 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 roger.tyson@hanson.com

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement
- 3 Unless sufficient agreement has been received for the resolutions to pass within 28 days of the circulation date, they will lapse. If you agree to the resolutions, 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