

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF

HANSON FINANCE (UK) LIMITED

(the "Company")

Certified as a true copy


Director/Secretary

Circulation date. 11 November 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, conditional upon:

- A. the registration of the documents related to the reduction of the Company's capital by £99,999,999 by the registrar of companies as required by section 644 of the Companies Act 2006 (the "**Registration**"), and
- B the directors of the Company being satisfied up to the time of the Registration that there had been no adverse change to the profits of the Company available for distribution,


THAT the Company declare and pay a dividend to Hanson Overseas Holdings Limited (the "**Shareholder**") of £84,701,008 such payment to be satisfied by the assignment by the Company to the Shareholder of the benefit of, and all interest, right and title in, a debt of £84,701,008 due to the Company from SQ Finance No 2 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
Director

For and on behalf of: Hanson Overseas Holdings Ltd Tillotson Commercial Vehicles Ltd

Date . 11. November. 2010

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