

NORTH EAST SLAG CEMENT LIMITED

Company No: 2854405

("the Company")

Companies Act 1985 s 164

I, the undersigned, declare that the following is a true copy of the Special Resolutions duly passed at duly convened Extraordinary General Meeting of the Company on the 16th day of December 1998.

SPECIAL RESOLUTIONS

- 1 That the copy of the agreement attached to the Notice of this Extraordinary General Meeting and signed for identification by J M L Uren, expressed to be made between the Company and the Trustees of the North East Slag Cement Limited Employee Share Trust ("the Trust"), and providing for the purchase by the Company of 320,000 ordinary shares of the Company held by the Trust at the price per share specified in the attached agreement, be approved; and
- 2 That the directors be authorised and requested to procure the Company to enter into a contract in the terms of the attached agreement, and to complete it on or before the 16th day of December 1998; and
- 3 That the shares which the Company shall have power to issue in place of the shares to be purchased by virtue of the Companies Act Section 160(5) shall be 320,000 ordinary shares of £1.00 each.

SIGNED.....Jim Wilson.....

(Director/Secretary)



Dated the 16th day of December 1998.