

**The Companies Acts 1985 & 1989**  
**COMPANY LIMITED BY SHARES**  
**NORTH EAST SLAG CEMENT LIMITED**  
**Company No 2854405**

I, the undersigned, declare that the following is a true copy of the Special Resolution duly passed at a duly convened Extraordinary General Meeting of the Company on 22<sup>nd</sup> day of September 1998.

**SPECIAL RESOLUTION**

**That**, a declaration made in compliance with Subsection (b) of Section 155 of the Companies Act 1985 by the Director of the Company together with the auditors' report under Section 156(4) annexed to it being before the members at the meeting, the giving of financial assistance by the Company to North East Slag Cement Limited Employee Share Trust in connection with its acquisition of 320,000 ordinary shares in the Company be and it is hereby approved for the purposes of Section 155(4) Companies Act 1985.

Signed.....*J. M. L. UREN*.....  
(Director/Secretary)

Name.....*J. M. L. UREN*.....

Date:.....*22 Sept.*.....1998 .

