

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED

(the "Company")

Circulation date: 26 November 2020

SPECIAL RESOLUTIONS

We, being all the eligible members of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:

1. **THAT** in accordance with section 641 of the Companies Act 2006, the issued share capital of the Company be reduced from A\$6,900,000, divided into 6,900,000 A Redeemable Preference Shares of A\$1 each to nil, by cancelling the 6,900,000 A Redeemable Preference Shares of A\$1 each registered in the name of Pioneer International Holdings Pty Ltd, and the amount of such reduction be and is hereby credited to the reserves of the Company;
2. **THAT** in accordance with section 641 of the Companies Act 2006, the issued share capital of the Company be reduced from A\$327,221,751, divided into 327,221,751 E Redeemable Preference Shares of A\$1 each to nil, by cancelling the 327,221,751 E Redeemable Preference Shares of A\$1 each registered in the name of Pioneer International Holdings Pty Ltd, and the amount of such reduction be and is hereby credited to the reserves of the Company;
3. **THAT** in accordance with section 641 of the Companies Act 2006, the issued share capital of the Company be reduced from A\$11,505,297, dividend into 11,505,297 Ordinary Shares of A\$1 each to nil, by cancelling 11,505,297 Ordinary Shares of A\$1 each registered in the name of Pioneer International Holdings Pty Ltd, and the amount of such reduction be and is hereby credited to the reserves of the Company; and
4. **THAT** in accordance with section 641 of the Companies Act 2006, the Company's share premium account (treated, for the purposes of a reduction of capital, as part of the Company's paid up share capital under section 610(4) of the Act) is reduced from £726,762,275 to nil and that the amount of such reduction be and is hereby credited to the reserves of the Company.

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COMPANIES HOUSE

Agreement

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

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

The undersigned intend that this document shall also constitute class consents of the holders of the 6,900,000 A Redeemable Preference Shares of A\$1 each in the capital of the Company, the 327,221,751 E Redeemable Preference Shares of A\$1 each in the capital of the Company, the 11,505,297 Ordinary Shares of A\$1 each in the capital of the Company and the two Ordinary shares of £1 each in the capital of the Company.

Signed by:
Director

Vicki Vincent
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For and on behalf of:

Pioneer International Holdings Pty Ltd

Date: 27 November 2020

NOTES

1. If you agree to the resolution, 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 their 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 their 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 wendy.rogers@hanson.com.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the resolution, 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.
6. A copy of this resolution has been sent to the auditors.