

Ashtead (US) Holdings Ltd

Company Number: 03061532

(the "Company")

SPECIAL RESOLUTION

That:

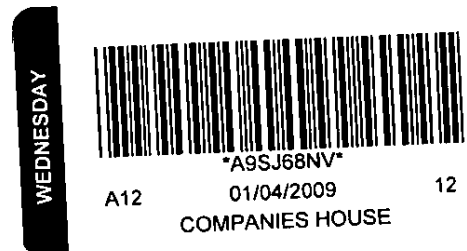
- (A) the share capital of the Ashtead (US) Holdings Limited (03061532) be reduced from £250,000,000 divided into 250,000,000 ordinary shares of £1 each to £246,629,898 divided into 246,629,898 ordinary shares of £1 each by cancelling and extinguishing 3,370,102 issued ordinary shares of £1 each;
- (B) the amount standing to the credit of the Share Premium Account of the Company as at the date on which this resolution is passed be cancelled; and
- (C) Ashtead (US) Holdings Limited's memorandum of association be amended accordingly to reflect the reduction of share capital by deleting clause 2 of the memorandum of association and by inserting the following wording in its place and as a new clause 2:

"The company's share capital is £246,629,898 divided into 246,629,898 ordinary shares of £1 each, and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions."

By order of the board:

[Signature]
12/3/07

CD090860067



Ashtead (US) Holdings plc

MINUTES of a general meeting of the Company held at Kings House, 36-37 King Street, London EC2V 8BB on 12 March 2009

Present:	I Robson	(IR) Chairman and representing
	M Pratt	Ashtead Holdings plc
		(MP)
In attendance	E Watkins	Company Secretary

Action

1. Quorum and Chairman

It was noted that the Company's sole shareholder who had agreed to the meeting at short notice was present and the meeting was therefore quorate.

RESOLVED that Ian Robson be Chairman of the meeting

2. Principal Business

The Chairman explained that the purpose of the meeting was to consider a special resolution in relation to the reduction of the Company's capital (Company number: 03062532). It was noted that such a reduction would involve the authorised share capital of the Company being reduced from £250,000,000 divided into 250,000,000 ordinary £1 shares to £246,629,898 divided into 246,629,898 ordinary £1 shares by cancelling and extinguishing 3,370,102 issued and fully paid ordinary £1 shares. It was also noted that the special resolution proposes the cancellation of the amount standing to the credit of the Share Premium Account as at the date on which the resolution is passed. The reduction would be carried out pursuant to section 641(1)(a) of the Companies Act 2006.

3. Declarations of Interest

Each of the directors present declared any interest he had in the proposed arrangement in accordance with section 177 of the Companies Act 2006.

4. Reduction of Capital

4.1 The following documents were produced to the meeting:

(A) A Special Resolution resolving to reduce the authorised

share capital of the Company from £250,000,000 divided into 250,000,000 ordinary £1 shares to £246,629,898 divided into 246,629,898 ordinary £1 shares by cancelling and extinguishing 3,370,102 issued and fully paid ordinary shares. The special resolution also resolves to cancel the amount standing to the credit of the Share Premium Account as at the date the resolution is passed. The special resolution is to be passed pursuant to section 641 (1) (a) of the Companies Act 2006.

Furthermore the special resolution resolves that Ashtead (US) Holdings Limited's memorandum of association be amended accordingly to reflect the reduction of share capital.

- (B) a **Solvency Statement** for the purposes of section 642 of the Companies Act 2006, made by each and every director of the Company to be made available for inspection by the member throughout the general meeting in accordance with section 642 (3) of the Companies Act 2006.

- 4.2 Having considered the solvency statement in respect of the Company, the Chairman put the Resolution to the meeting and, on a show of hands, declared it passed as a Special Resolution.

5. **Any other business**

There being no further business the chairman declared the meeting closed.

CHAIRMAN



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