

19 - 06 - 98

No. 03247540

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

Certified to be a true copy



Secretary

ELECTIVE RESOLUTION

of

HANSON PEABODY LIMITED

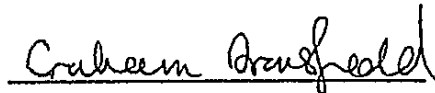
We, Hanson PLC only Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Section 381A of the Companies Act 1985 HEREBY RESOLVE as an Elective Resolution:

"THAT pursuant to Section 379A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "Act") the company shall henceforth unless and until this Resolution shall be revoked:-

- (a) apply the provisions of Section 80A of the Act, instead of the provisions of Sections 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of any authority under that section;
- (b) dispense with the laying of accounts and reports before the company in general meeting for the purposes of Section 252 of the Act;
- (c) dispense with the holding of Annual General Meetings for the purposes of Section 366A of the Act; and
- (d) dispense with the obligation to appoint auditors annually for the purposes of Section 386 of the Act, whenever applicable".

Dated this 13th day of February 1998

For: Hanson PLC



Director

