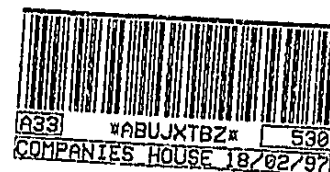


24-02-97

WRITTEN RESOLUTION
OF
CRH LIMITED

(Company number: (3252624))

Passed 13th . February 1997



We, the undersigned, being the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolutions as ordinary and special resolutions of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held

ORDINARY RESOLUTION

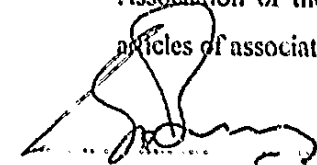
- 1 That the 40 issued ordinary shares of £1 each in the capital of the Company be and are reclassified as B Ordinary Shares of £1 each (the "B Ordinary Shares") and the 60 unissued ordinary shares of £1 each in the capital of the Company be and are reclassified as A Ordinary Shares of £1 each (the "A Ordinary Shares") having the rights and restrictions set out in the new articles of association proposed to be adopted by the resolution numbered 5 below
- 2 That the authorised share capital of the Company be increased from £100 to £997,300 by the creation of 1,120,000 cumulative redeemable preference shares of 81p each (the "Preference Shares") each having the rights and restrictions set out in the new articles of association proposed to be adopted by the resolution numbered 5 below
- 3 The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company to such persons at such times and

generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring fourteen days from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this Resolution and as increased by the preceding Resolution.

- 4 The Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.

SPECIAL RESOLUTION

- 5 That the regulations attached to this resolution and initialled by the Chairman for the purposes of identification be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other articles of association



ERIC BURLING

Date



STEPHEN HEJMSLEY

Date



PHILIP BATCHELOR

Date



STEPHEN MCKEOWN

Date



JOHN WARD

Date