

3751525

SPECIAL RESOLUTIONS

OF

TARMAC GROUP LIMITED
(the "Company")

Passed on 11 December 2014

The following resolutions were duly passed as special resolutions on 11 December 2014 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 **THAT** the share capital of the Company be reduced from £186,338,657 70 to £1 80 (divided into 2 ordinary shares of £0 90 each) by cancelling and extinguishing for no consideration 207,042,951 issued ordinary shares of £0 90 each
- 2 **THAT** the share premium reserve be reduced from £7,965,000 to zero

Signed



F Penhallurick
Lafarge Tarmac Secretaries (UK) Limited
Company Secretary

SATURDAY



A3MO20HV

A06

13/12/2014

#9

COMPANIES HOUSE