

No. 3782379

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Special Resolutions

of

Cameron 1999 plc



At an extraordinary general meeting of the Company duly convened and held on 11 June 1999 the following Resolutions were duly passed as Special Resolutions:

Special Resolution

1 Demerger

THAT:

- (a) in addition to and without prejudice to any other authority given to the Directors, the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise during the period ending on 31 December 1999, all the powers of the Company to allot, relevant securities pursuant to the New Tarmac Reduction of Capital (as defined in the Articles of Association of the Company) up to the aggregate nominal amount of £162,500,000; and
- (b) words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings.

2 Appointment of Directors

THAT the appointment of Sir Neville Simms, Euan McEwan, John Sharples, Roger Brooke, Roger Robinson, Jean-Paul Parayre and Alan Coppin as Directors of the Company be approved and confirmed and such persons shall, for the purposes of the Articles of Association of the Company, be deemed to have been appointed by the Company in general meeting.

3 Share Schemes

THAT, subject to the New Tarmac Reduction of Capital (as defined in the Articles of Association of the Company) becoming effective:

- (c) the Cameron SAYE Scheme, the Cameron Inland Revenue Approved Executive Share Option Scheme 1999, the Cameron Executive Share Option Scheme, and the Cameron Long Term Incentive Plan and the Cameron Founders Equity Plan be approved and the Directors be authorised to do all acts and things necessary to adopt and operate it

including making such modifications as the Directors may consider appropriate to obtain the approval of the Inland Revenue (where required) or to meet the requirements of the London Stock Exchange or to comply with best practice guidelines;

- (d) the Directors be authorised to vote and be counted in a quorum on any matter connected with the share schemes of the Company notwithstanding that they may be interested in the same, except that no Director may be counted in the quorum or vote in respect of his own participation, and any provisions of the Articles of Association of the Company be and hereby are varied to that extent accordingly.

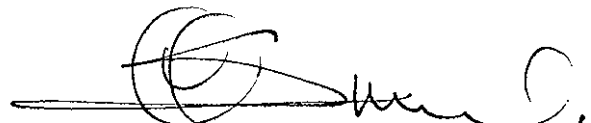
4 Authorities to allot

THAT in place of the authority granted to the Directors pursuant to the first resolution passed at the Extraordinary General Meeting of the Company on 2 June 1999, but in addition to and without prejudice to any other authority given to the Directors, the authority and power set out in Article 9 of the Company's Articles of Association be given to the Directors for the period ending on 8 June 2003 and, for such period:

- (a) the Section 80 Amount shall be £25.8 million; and
- (b) the Section 89 Amount shall be £4.6 million.

5 Scrip Dividend Scheme

THAT the Directors be and are hereby generally and unconditionally authorised to exercise the power contained in Article 128 of the Company's Articles of Association to offer the holders of Ordinary Shares of 50 pence each in the capital of the Company the right to elect to receive an allotment of such new ordinary shares, credited as fully paid, instead of cash dividends but this authority shall not apply to any dividend declared or paid at or after the Annual General Meeting of the Company in 2002.



Director/Secretary