

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Certified as a true copy

Wendy F Rogers

~~Director/Secretary~~

WRITTEN RESOLUTION
OF
BIRCHWOOD OMNIA LIMITED
(the "Company")

Circulation date: 21 December 2022

We, being the sole eligible member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as an ordinary resolution:

ORDINARY RESOLUTION

THAT a dividend of £100,000,000 be and is hereby declared in favour of the holder of the ordinary shares in the Company, such dividend to be satisfied in full under the terms of a funds flow agreement to be entered into between the Company, HeidelbergCement UK Holding Limited and HeidelbergCement AG on 22 December 2022.

Agreement

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, who is duly authorised on behalf of the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

[Signature]

Signed by:

Director

For and on behalf of: **HEIDELBERGCEMENT UK HOLDING LIMITED**

Date: 21 December 2022

SATURDAY



A03 *ABU05GUR* 07/01/2023 #187
COMPANIES HOUSE

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to the Company Secretary (and marked for their attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By post: returning the signed copy by post to the Company Secretary (and marked for their attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By fax: faxing the signed copy to 01628 774232 marked "for the attention of the Company Secretary".

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to wendy.rogers@hanson.com.

If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
6. A copy of the resolution has been sent to the auditors.