

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
HANSON WILTSHIRE LIMITED
(the "Company")

Certified as a true copy

M. Lyson
Director/Secretary

Circulation date: 11 November 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT, conditional upon

- A. the registration of the documents related to the reduction of the Company's capital by £2,186,486,860 55 by the registrar of companies as required by section 644 of the Companies Act 2006 (the "**Registration**"), and
- B. the directors of the Company being satisfied up to the time of the Registration that there had been no adverse change to the profits of the Company available for distribution,

the Company declare and pay a dividend to Hanson America Holdings (1) Limited (the "**Shareholder**") of £2,100,001,104 24, such payment to be satisfied by the assignment by the Company to the Shareholder of the benefit of, and all interest, right and title in, a debt of £2,100,001,104 24 due to the Company from Houserate Limited.

Agreement

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

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

Signed by
Director

B. J. Campbell

For and on behalf of Hanson America Holdings (1) Limited

Date 11 November 2010

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