

LAFARGE TARMAC HOLDINGS LIMITED (THE COMPANY)

COMPANY NUMBER 07533961

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006
(CA 2006) MADE ON 15 APRIL 2015**

We, the directors named below (being all of the directors of the as at the date of this statement), make the following statement under section 644(5) of the CA 2006

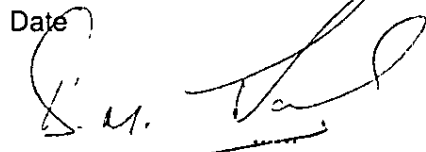
As set out in the notice of general meeting dated 15 April 2015, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 15 April 2015 and the resolution approving the reduction of capital (**Resolution**) was passed at the general meeting held on 15 April 2015 (**General Meeting**).

We confirm that

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(3) of the CA 2006, that is, it was made available for inspection by members of the Company throughout the General Meeting

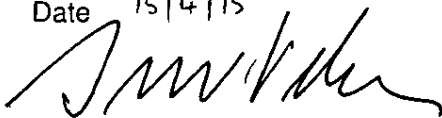
Valerie Bazin

Date



Dyfrig James

Date 15/4/15

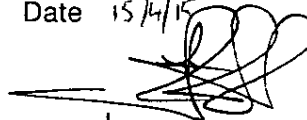


James Pike

Date 15/4/15

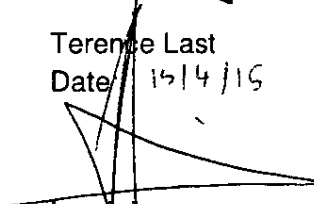
Ian Botha

Date 15/4/15



Terence Last

Date 15/4/15



Jacques Sarrazin

Date 15/4/15

David Weston

Date

TUESDAY



S45S8VPE

SPE

21/04/2015

#1

COMPANIES HOUSE

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Valerie Bazin
Date 15/4/15

Ian Botha
Date

Dyfrig James
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