

Company Number 7533961

THE COMPANIES ACT 2006

ORDINARY RESOLUTION

OF

LAFARGE TARMAC HOLDINGS LIMITED

(the "Company")

Passed on 15 April 2015

At a General Meeting of the Company duly convened and held at 40 Strand, London, WC2N 5RW on 15 April 2015, the following resolution was duly passed as an ordinary resolution

ORDINARY RESOLUTION

THAT the directors be and are hereby authorised to capitalise the sum of £1,575,000,000 being the amount standing to the credit of the Company's merger reserve and to apply such sum in paying up in full 1,575,000,000 ordinary shares of £1 each, having the rights and restrictions set out in the Articles of Association of the Company, and to allot and issue such 1,575,000,000 ordinary shares of £1 each, credited as fully paid up, to the holders of the existing ordinary shares of £1 each at the rate of 787,500 new ordinary shares for every existing ordinary share of £1 each held and recorded on the register of members of the Company on 14 April 2015

Signed



F Penhallurick
Company Secretary

SATURDAY



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18/04/2015

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COMPANIES HOUSE