

Company Number: 305189

EDMUND NUTTALL LIMITED
(The 'Company')

Notice is hereby given that an extraordinary general meeting of the members of the company will take place at Camberley on 2 May 2000 at 10 am to consider, and if thought fit, to pass the following resolutions, that numbered 1 as an ordinary resolution and that numbered 2 as a special resolution of the Company.

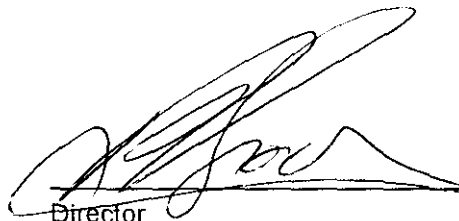
ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased to 27,150,000 shares of £1 each by the creation of an additional 5,000,000 shares of £1 each. The resulting authorised share capital will be split between 150,000 3.85% redeemable cumulative preference shares of £1 each and 27,000,000 ordinary shares of £1 each.

SPECIAL RESOLUTION

2. That the Directors be generally and unconditionally authorised to the purpose of Section 80 of the Companies Act 1985 to allot or to grant any rights subscribed for or to convert any security into shares in the Company up to a maximum nominal amount of £27,150,000 in respect of any ordinary shares at any time or times during the period from the date of the passing of this resolution up to and including the day immediately preceding the fifth anniversary of the date of the passing of this resolution on which date the authority given by this resolution shall expire save that the authority given by this resolution shall permit the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority and that for the duration of the authority of Section 89 of the Companies Act 1985 shall be excluded and shall not apply to the Company.

Dated: 2 May 2000



Director

Registered Office:-
St James House
Knoll Road
Camberley
Surrey
GU15 3XW



A member who is entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote on a poll in his place. A proxy need not be a member of the Company.

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CONSENT TO SHORT NOTICE

We, the undersigned being the holder of the only shares giving a right to attend and vote at the above meeting hereby consent to the meeting being convened and the resolutions set out in the notice thereof being approved as ordinary and special resolutions at that meeting notwithstanding that less than the requisite period of notice has been given.

Dated: 2 May 2000

Signed:

A handwritten signature in black ink, consisting of a large, stylized 'H' followed by a cursive 'B' and 'G', is written over a horizontal line.

For and on behalf of
Hollandsche Beton Groep (UK) Ltd