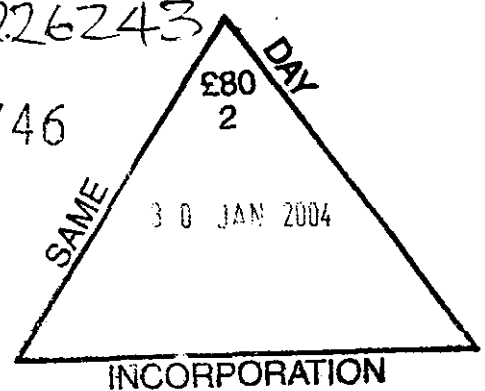


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WRITTEN RESOLUTION
OF
HAMSARD 2689 LIMITED
(Company number: 4968889)
Passed 28 January 2004



We, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolutions as ordinary and special resolutions of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £100 to £1,950,000 by the creation of 1,949,000 new ordinary shares of £1 each in the capital of the Company with all the rights and restrictions expressed to be attached to them by the articles of association of the Company and to rank pari passu with all other ordinary shares.
- 2 That, pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally to allot relevant securities (as defined in section 80 Companies Act 1985) up to an aggregate nominal amount of £1,950,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 3 That the Directors are hereby empowered to make any allotment of relevant securities pursuant to the authority confirmed by Resolution Number 2 above as if section 89(1) of the Companies Act 1985 and the pre-emption rights in the Company's articles of association did not apply to any such allotment, and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire or on the re-registering of the Company as a public company but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority itself is renewed by Special Resolution of the Company in General Meeting.
- 4 That the name of the Company be changed to "HeidelbergCement UK Limited".

FOR INFORMATION ONLY

THIS RESOLUTION PROCESSED SIMPLY

David J Mum

for and on behalf of
Hammonds Directors Limited

