

Number of }
Company }

58957

The Companies Act 1985

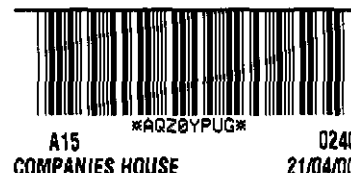
COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

NORMANTON BRICK COMPANY LIMITED



Passed

10TH MARCH 2000

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at
THE FROBISHER SUITE, THE MILL HOUSE, FERRY LANE, STANLEY
FERRY, WAKEFIELD, WEST YORKSHIRE

on the Tenth day of March 2000, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

HAVING REGARD TO THE SWORN STATUTORY DECLARATION OF THE
DIRECTORS OF THE COMPANY AND THE AUDITOR'S REPORT (BOTH
HAVING BEEN MADE AVAILABLE FOR INSPECTION BY THE MEMBERS AT
THE MEETING AT WHICH THIS RESOLUTION WAS PASSED AND COPIES
OF WHICH ARE ANNEXED HERETO) THE COMPANY IS HEREBY
AUTHORISED FOR THE PURPOSE OF SECTIONS 151 TO 158
(INCLUSIVE) OF THE COMPANIES ACT 1985 TO GIVE FINANCIAL
ASSISTANCE IN CONNECTION WITH THE ACQUISITION OF THE ENTIRE
ISSUED SHARE CAPITAL OF THE COMPANY BY SNYDALE BRICKWORKS
LIMITED (REGISTERED NUMBER 553222) AS FOLLOWS:—
1. BY THE COMPANY ENTERING INTO A COMPOSITE GUARANTEE AND
DEBENTURE IN FAVOUR OF BARCLAYS BANK PLC;
2. THE PAYMENT BY THE COMPANY OF ANY REASONABLE PROFESSIONAL
ADVISOR'S FEES INCURRED IN RELATION TO THE PROPOSED
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY

Signature *P.D. Kirk* CHAIRMAN.

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE. — To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

NOTE. – The Registrar of Companies is prepared to accept copy resolutions or agreements if produced to a standard which is legible and can be reproduced to an adequate standard for presentation to the public in microfiche or photocopied format.