

THE COMPANIES ACTS 1948 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTION

of

CEMEX UK OPERATIONS LIMITED

(Passed on 20 December 2013)

TUESDAY



A10

07/01/2014

#378

COMPANIES HOUSE

By means of written resolutions the members of the above named company, passed the following resolutions as an Ordinary Resolution and a Special Resolution on 20 December 2013

1 ORDINARY RESOLUTION

THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 551 of the Companies Act 2006, to allot shares in the Company up to a maximum amount of £1,000,000,000 (in accordance with the provisions of Article 3 of the Articles of Association of the Company) at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority

2 SPECIAL RESOLUTION

THAT subject to the passing of resolution number (1) above and pursuant to section 571 of the Companies Act 2006, section 561 of the Companies Act 2006 shall not apply to any allotment or agreement to allot equity securities pursuant to the authority conferred by the said resolution (1) above made after the passing of this resolution but before the Company's next annual general meeting provided that the Company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the directors may allot equity securities in pursuance of any such offer or agreement For the purposes of this resolution the expression 'equity securities' and 'allotment' shall bear the meanings respectively given to the same in section 560 of the Companies Act 2006

BY ORDER OF THE BOARD

J A SMALLEY
DIRECTOR