

THE COMPANIES ACTS 1948 to 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CEMEX UK OPERATIONS LIMITED

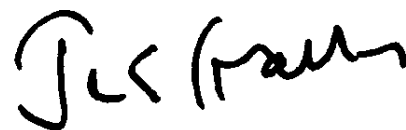
(Passed on 5 August 2015)

By means of written resolution the members of the above named company, passed the following resolution as a Special Resolution on 5 August 2015

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

WEDNESDAY



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A11

12/08/2015

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COMPANIES HOUSE