

Company Number 2454133

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BLUE CIRCLE OVERSEAS FINANCE LIMITED

The following resolution was duly passed as a special resolution on 15 June 2010 by way of written resolution under chapter 2 of part 13 of the Companies Act 2006

SPECIAL RESOLUTION

That the capital of the Company be reduced from £21,565 (divided into 21,565 ordinary shares of £1) and €6,692 (divided into 3,346 B ordinary shares of €2) all of which have been issued and fully paid, to £1 comprising one fully paid ordinary share of £1 upon which no premium has been paid and that such reduction be effected by returning to the holders of 21,564 of the ordinary £1 shares paid up capital of £1 per share together with the share premium paid up thereon (being in total £735,019,824 23 in respect of the ordinary shares of £1) and to the holders of all the B Ordinary €2 shares paid up capital of €2 per share together with the share premium paid up thereon (being in total £113,623,244 in respect of the B ordinary shares of €2) and cancellation thereof

D R Taylor
Director

