

# 12 - 07 - 95

No. 227478

THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION  
of  
COOKSON OVERSEAS LIMITED

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Passed 5th July 1995

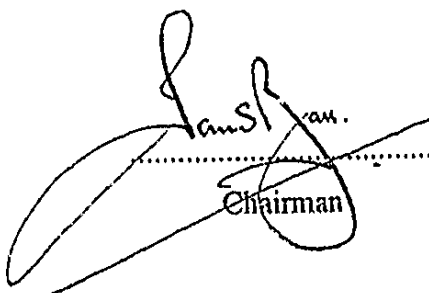
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At an Extraordinary General Meeting of the above-named Company duly convened and held on 5th July 1995 at 10:00 am the following Resolution was duly passed as an ORDINARY RESOLUTION.

ORDINARY RESOLUTION

THAT:

- (A) the authorised share capital of the Company be increased from £30,000 to £215,030,000 by the creation of an additional 215,000,000 Ordinary Shares of £1 each;
- (B) the Directors be and they are hereby generally authorised for the purpose of Section 80 of the Companies Act 1985 (and so that expressions used in this paragraph of this Resolution shall bear the same meanings as in that section) to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £215,000,000 during the period from the date of this Resolution until 27th June 2000.

  
Chairman

