

No. 227478

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions

of

Cookson Overseas Limited

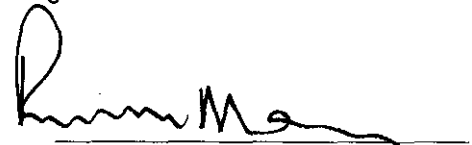
Written resolutions of the Sole Member of the Company were duly passed on 6 August 1999 as an Ordinary Resolution or Special Resolution, as appropriate:

Ordinary Resolution

- 1 **THAT** the authorised share capital of the Company be increased from £10,000,000 divided into 10,000,000 ordinary shares of £1 each to an aggregate of £180,000,000 divided into 180,000,000 ordinary shares of £1 each by the creation of 170,000,000 ordinary shares of £1 each.
- 2 **THAT** pursuant to Section 80 of the Companies Act 1985 (the "Act"), the directors be authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £170,000,000 provided that this authority, unless reviewed, shall expire on the date five years from the date on which this resolution was passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

- 3 **THAT** the rights of pre-emption and provisions relating to notice contained in Article 6 of the Company's Articles of Association shall not apply to the issue of any shares by the Company which are comprised in the authorised share capital of the Company as increased by an ordinary resolution on the date of the passing of this resolution.


Chairman

