

Company Number: 227478

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**COOKSON OVERSEAS LIMITED**  
**(the "Company")**

We, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve that the following resolution is passed as a written resolution pursuant to section 381A of the Companies Act 1985 and shall take effect as a special resolution.

**SPECIAL RESOLUTION**

For the purposes of this Resolution:

<b>Court Hearing</b>	means the hearing by the High Court of Justice of the petition to confirm the reduction in the share capital of the Company provided for by this resolution.
<b>Court Hearing Date</b>	means the date of the Court Hearing.
<b>Capitalisation Record Time</b>	means 6.00pm on the last calendar day immediately prior to the Court Hearing Date.

THAT:

(a) at the Capitalisation Record Time:

(i) the authorised share capital of the Company be increased from £180,000,000 to £694,860,601 by the creation of an additional 514,860,601 Ordinary Shares of £1 each;

(ii) the directors of the Company be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, and they shall allot forthwith, 514,860,601 Ordinary Shares of £1 each in the capital of the Company to Cookson Group plc which shares are to be credited as fully paid by the release (by way of capitalisation) of £514,860,601 of the loan of £572,197,840.90 which the Company owes to Cookson Group plc as at the date hereof **PROVIDED THAT:**

(A) the maximum aggregate nominal value of shares which may be allotted hereunder is £514,860,601;

WE HEREBY CERTIFY THAT THIS IS A TRUE  
AND CORRECT COPY OF THE ORIGINAL  
DATED THIS 27<sup>th</sup> DAY OF October 2006




*Wragge & Co*  
**WRAGGE & CO LLP**

**BIRMINGHAM B3 2AS**


- (B) (unless renewed) this authority shall expire on the fifth anniversary of this resolution;
- (C) this authority shall be in addition to, and without prejudice to, any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed; and
- (b) subject to, and forthwith upon, the allotment of the 514,860,601 Ordinary Shares of £1 each in the capital of the Company provided for by subparagraph (a)(ii) of this resolution, the share capital of the Company be reduced by £514,761,626.946 by cancelling 96.6 pence of the nominal amount of £1 paid up on each of the 532,879,531 Ordinary Shares of £1 each in the issued share capital of the Company thereby reducing the nominal amount of each such share from £1 to 3.4 pence.

Dated 27 October 2006

  
Signed by Bryan Richard Elliston  
as duly authorised signatory  
for and on behalf of the sole member of the Company,  
Cookson Group plc

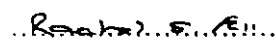
In accordance with section 381B of the Companies Act 1985, I confirm that a copy of this written resolution was passed to the Company's auditors prior to the resolution being supplied to Cookson Group plc for signature.

Dated 27 October 2006


  
Signed by Rachel Sara Fell  
Company Secretary  
for and on behalf of  
Cookson Overseas Limited

I, being the company secretary of Cookson Overseas Limited, hereby certify in accordance with section 382A(2) of the Companies Act 1985 this document as being a written record of the written resolution and of the signature thereon.

Dated 27 October 2006

  
Signed by Rachel Sara Fell  
Company Secretary  
for and on behalf of  
Cookson Overseas Limited

WE HEREBY CERTIFY THAT THIS IS A TRUE  
AND CORRECT COPY OF THE ORIGINAL  
DATED THIS 27th DAY OF October 2006

  
WRAGGE & CO LLP

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