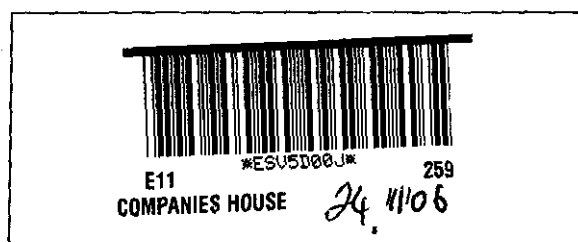


Separator Sheet

Company Number ...227478.....

Company Name .....Cookson OVERSEAT CTM.....



227478

No: 8656 of 2006

**IN THE HIGH COURT OF JUSTICE**  
**CHANCERY DIVISION**  
**COMPANIES COURT**



**BEFORE:** Registrar <sup>Rawson</sup> ~~Derrett~~ sitting on 22 November 2006

**IN THE MATTER OF COOKSON OVERSEAS LIMITED**  
**AND**  
**IN THE MATTER OF THE COMPANIES ACT 1985**

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**ORDER**

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**UPON THE PETITION** of the above-named Cookson Overseas Limited (the "**Company**"), whose registered office is situate at 165 Fleet Street, London, EC4A 2AE on 27 October 2006 preferred unto this Court

**AND UPON HEARING** Counsel for the Company

**AND UPON READING** the said petition and the evidence

**THIS COURT ORDERS** that the reduction of the Company's share capital resolved on by written resolution, taking effect as a special resolution, dated 27 October 2006 be, and the same is hereby, confirmed in accordance with the provisions of the above-mentioned Act

**AND THIS COURT HEREBY APPROVES** the minute set forth in the schedule hereto

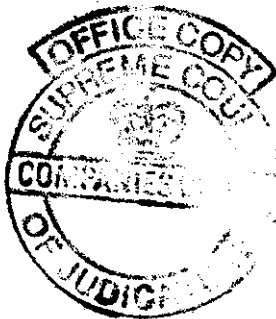
**AND IT IS ORDERED THAT** this order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said minute

**AND IT IS ORDERED THAT** notice of the registration by the Registrar of Companies of this order be published once in "*The Independent*" newspaper within 21 days after such registration



**THE SCHEDULE ABOVE-REFERRED TO**

The share capital of Cookson Overseas Limited was, by virtue of a written resolution, taking effect as a special resolution, and with the sanction of an order of the High Court of Justice dated 22 November 2006 reduced from £694,860,601 divided into 694,860,601 Ordinary Shares of £1 each to £180,098,974.054 divided into 161,981,070 Ordinary Shares of £1 each and 532,879,531 Ordinary Shares of 3.4 pence each. As at the date of the registration of this minute, all 532,879,531 of the Ordinary Shares of 3.4 pence each have been issued and are deemed fully paid-up and none of the 161,981,070 Ordinary Shares of £1 each have been issued.



No: 8656 of 2006

**IN THE HIGH COURT OF JUSTICE**  
**CHANCERY DIVISION**  
**COMPANIES COURT**

**BEFORE** Registrar Derrett  
sitting on 22 November 2006

**IN THE MATTER OF COOKSON  
OVERSEAS LIMITED**

**AND**

**IN THE MATTER OF THE  
COMPANIES ACT 1985**



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**ORDER**

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Ref: 1940392/DPR  
Solicitors to the Petitioner