

04-12-97

Company No: 227478

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN ASSENT OF THE SOLE MEMBER

of

COOKSON OVERSEAS LIMITED

Written assent of the sole member of the above-named Company (the "Company") pursuant to article 16 of the Company's articles of association.

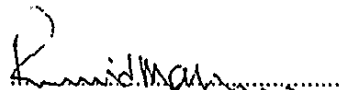
We, being the sole member of the Company, assent to the following resolutions being passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and hereby is increased from £3,466,041 divided into 3,466,041 ordinary shares of £1 each to £10,000,000 divided into 10,000,000 ordinary shares of £1 each by the creation of 6,533,959 ordinary shares of £1 each.
2. THAT, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors be and hereby are authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £6,533,959 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is 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 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.



Director



Director/Secretary

For and on behalf of
Cookson Group plc

Date: 24 November 1997

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