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COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

To the Registrar of Companies

For official use Company number

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286773

Name of company

* THE MORGAN CRUCIBLE COMPANY PLC

gives notice that:

In accordance with the Articles of Association, all 7,127,765 Non-Voting Deferred Shares of 25 pence each in the capital of the Company (the "Deferred Shares") were redeemed on 31 March 2004. As a result of the redemption, no Deferred Shares remain in issue.

†Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed



Designation†

DIRECTOR

Date

28 JUNE
2004Presentor's name, address and
reference (if any):

FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND
UNITED KINGDOM EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

For official use
General SectionA58
COMPANIES HOUSE0651
29/06/04