

CHFP000

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

To the Registrar of Companies (Address overleaf)

Name of company

| For official use | Company number |
|------------------|----------------|
| | 286773 |

insert full name of company

THE MORGAN CRUCIBLE COMPANY PLC

gives notice that:

In accordance with the Articles of Association of the Company, resolution of the Board of Directors was passed effecting the conversion of 135,060 7.5p (Net) Cumulative Convertible Redeemable Third Preference Shares of £1.00 each by the redemption of such shares out of the proceeds of the issue of 49095 Ordinary shares of 25p each and the issue of 491,145 Non Voting Deferred Shares of 25p each

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

Signed Daviell Over Secretary

Date 2/8/3

Presentor's name address and reference (if any):

For official Use General Section



A40 COMPANIES HOUSE

0539 8 HOUSE 24/09/08

#AA59X02L# COMPANIES HOUSE

0802 04/09/03