(Address overleaf)

Name of company

CHWP000

Please do not write in this margin

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

* insert full name of company

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

§ A private company is not required to give this information

COMPANIES FORM No. 169

Return by a company purchasing its own shares

STAMP OFFICE STATINGHAM

Please do not write in the space below. For HM Revenue &

Customs use only.

House

Pursuant to section 169 of the Companies Act 1985

Birmingham B2 To the Registrar of Companies

For official use

Company number

00286773

* The Morgan Crucible Company plc

Shares were purchased by the company under section 162 of the above Act as follows:

| ļ | Class of shares | Ordinary Shares | tait | · |
|----------|---|-----------------|------|-------|
| 1 | Number of shares purchased | 1,675,000 | | |
| | Nominal value of each share | 25p | | |
| | Date(s) on which the shares were delivered to the company | 09/01-19-01/07 | | ~ |
| | Maximum prices paid § for each share | 272.4867p | - | |
| | Minimum prices paid § for each share | 258.9250p | | |

The aggregate amount paid by the company for the shares to which this return relates was:

 4,421,639.91

Stamp Duty is payable on the aggregate amount at the rate of 1/2% rounded up to the nearest multiple of £5

£ 22,110.00

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

Signed

Designation ±

JECRETORY

25/1/07 Date

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

KIT ATKINSON TPMORGAN CAZEMOVE 20 MOORGATE LONDON

ECLR 60A

For official Use (11/06) General Section

Post room

552 10/02/2007 COMPANIES HOUSE

1. Before this form is delivered to Companies House it must be "stamped" by HM Revenue & Customs Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. HM Revenue & Customs Stamp Office is located at:

HMRC Stamp Office 9th Floor City Centre House 30 Union Street Birmingham B2 4AR

Tel: 0845 6030135

Cheques for Stamp Duty must be made payable to "HM Revenue & Customs, Stamp Taxes" and crossed "Not Transferable".

NOTE. This form must be presented to the HM Revenue & Customs Stamp Office for stamping together with the payment of duty within 30 days of the purchase of the shares, otherwise HM Revenue & Customs penalties may be incurred.

2. After this form has been "stamped" and returned to you by HM Revenue & Customs it must be sent to:

For companies registered in:

England or Wales:

Scotland:

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

DX: 33050 Cardiff

DX: 235 Edinburgh

or LP - 4 Edinburgh 2