

Company No 00368205

**Wilkes-Lucas Limited (the "Company")**

**Written Resolution**

of the Sole Member of the Company

**Circulation Date: 20 December 2012**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

**Special Resolution**

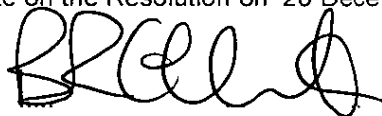
**THAT**, the directors of the Company having on 20 December 2012 made a solvency statement in accordance with section 643 of the Act, the Company's share capital be reduced from £204,903,702 to £10,000 by reducing the nominal value of the 204,903,702 Ordinary Shares registered in the name of Cookson Investments Limited from £1.00 each to £0.000048803 each, being a reduction of £0.999951197 per Ordinary Share and cancelling the Company's entire share premium account, which currently stands at £382,179,725

**Agreement**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a person entitled to vote on the Resolution on 20 December 2012, hereby irrevocably agrees to the Resolution

Signed on behalf of  
COOKSON INVESTMENTS LIMITED



Bryan Elliston, Director

Date 20 December 2012



Simon O'Hara, Director

**NOTES**

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

THURSDAY



\*L106VL00\*

LD1

20/12/2012

#187

COMPANIES HOUSE

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Act on 20 December 2012, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company

  
\_\_\_\_\_  
Simon Upcott, Director