

Company No: 368205

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN ASSENT OF THE SOLE MEMBER

of

WILKES-LUCAS 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.

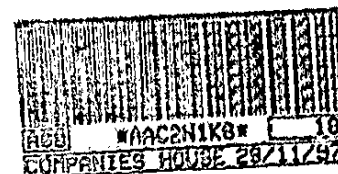
We, being the sole member of the Company, assent to the following resolutions being passed as, in the case of resolutions 1 and 2, ordinary resolutions and, in the case of resolution 3, a special resolution:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and hereby is increased from £75,000 divided into 70,000 ordinary shares of £1 each and 5,000 3.5% redeemable cumulative preference shares of £1 each (the "Preference Shares") to £100,005,000 divided into 100,000,000 ordinary shares of £1 each and 5,000 Preference Shares by the creation of 99,930,000 ordinary shares of £1 each.
2. THAT, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £99,935,001 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.

SPECIAL RESOLUTION

3. THAT the rights of pre-emption contained in article 6(1) of the Company's articles of association shall not apply to the issue of any shares by the Company which are comprised in the authorised share capital of the Company as increased by an ordinary



resolution on the date of the passing of this resolution.

A handwritten signature, possibly of a director or secretary, is written above a dotted line.

~~Director/Secretary~~

For and on behalf of
COOKSON GROUP PLC

Dated this 28 day of November 1997