

Co No. 2775187

**The Companies Act 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolution of the Members**

**Of**

**COOKSON PRECIOUS METALS LIMITED**

The following resolutions were passed as written resolutions of the Company on 28 July 2005 in accordance with Section 381A of the Companies Act 1985 ("the Act").

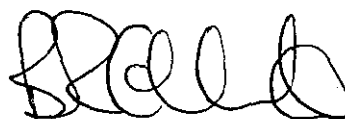
We, being the members of the Company, assent to the following resolutions being passed.

1. **THAT** the authorised share capital of the Company be and is hereby increased from £7,000,000 divided into 7,000,000 ordinary shares of £1 each to an aggregate of £15,000,000 divided into 15,000,000 ordinary shares of £1 each by the creation of 8,000,000 ordinary shares of £1 each.
2. **THAT**, pursuant to Section 80 of the Act, the directors be and 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 £15,000,000 provided that this, unless reviewed, 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 the expiry of this authority and the directors may allot the relevant securities in pursuance if such an offer or agreement as if the authority conferred hereby had not expired.
3. **THAT** any pre-emption rights appearing in the Articles of Association shall not, and, by virtue of Section 95(1) of the Act, Section 89(1) shall not, apply to the allotment of shares pursuant to the authority conferred by Resolution (2) above.

Dated: 28 July 2005



For and on behalf of  
Cookson Group plc



For and on behalf of  
Cookson Investments Limited

