

Company Number 2885614

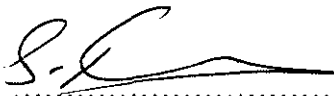
THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
Of
JOHNSON MATTHEY CERAMICS LIMITED

Dated 21 December 2004

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolutions which shall have effect as Elective Resolutions and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

- (a) THAT pursuant to the provisions of section 366A of the Companies Act 1985 (the "Act"), the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years;
- (b) THAT pursuant to the provisions of section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial period and all subsequent financial years; and
- (c) THAT pursuant to the provisions of section 386 of Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.



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For and on behalf of
JOHNSON MATTHEY PLC



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For and on behalf of
JOHNSON MATTHEY (NOMINEES) LIMITED

