

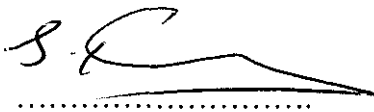
Company Number 2885614

**The Companies Acts**  
**Company Limited by Shares**  
**Resolution of**  
**Johnson Matthey Ceramics plc**  
(Passed 19 November 2004)

At an Extraordinary General Meeting of the Company duly convened and held on 19 November 2004 the following resolution was duly passed as an Ordinary Resolution:

THAT the 231,000,000 preference shares of £1 each in the capital of the Company which have not been taken or agreed to be taken by any person be cancelled and that the authorised share capital of the Company be diminished by £231,000,000.

Dated 19 November 2004

  
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Secretary

