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COMPANIES FORM No. 122

122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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2885614

Name of company

* insert full name
of company

* COOKSON MATTHEY CERAMICS PLC

gives notice that:

AT AN EXTRAORDINARY GENERAL MEETING HELD ON 6 FEBRUARY 1998 THE FOLLOWING
ORDINARY RESOLUTION WAS PASSED:

THE ISSUED AND UNISSUED AUTHORISED SHARE CAPITAL OF THE COMPANY COMPRISING
150,000 "A" ORDINARY SHARES OF £1 EACH AND 150,000 "B" ORDINARY SHARES OF £1 EACH
BE CONVERTED AND REDESIGNATED AS 300,000 ORDINARY SHARES OF £1 EACH.

= Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation = SECRETARY

Date 12.1.99

Presentor's name address and
reference (if any) :

Cookson Matthey Plc
2-4, Cookspur St
London
SW17 5BA

For official Use
General Section

