

Company Number: 2885614



**THE COMPANIES ACTS 1985 – 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**COOKSON MATTHEY CERAMICS PLC**

At an Extraordinary General Meeting of the Company convened and held on 31 March 1998, the following Resolutions were passed as Special Resolutions of the Company;

**THAT:**

**Special Resolutions**

1. the Articles of Association in the form annexed hereto be and are hereby adopted as the Company's Articles of Association in substitution for and to the entire exclusion of the Company's existing Articles of Association;
2. 69,000,000 of the authorised but unissued preference shares of £1 each in the capital of the Company be redesignated as 69,000,000 or ordinary shares of £1 each, such ordinary shares having the rights and being subject to the restrictions set out in the Company's Articles of Association;
3. that the board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £300,000,000 provided that this authority shall expire on the fifth anniversary from the date of this resolution save that the Company may before such expiry make an offer or agreement

which would or might require relevant securities in pursuance of such an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

4. subject to the passing of resolution (3) the board be and is hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by resolution (3) as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this authority shall expire on the fifth anniversary from the dated of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Dated:

12.1.99



Secretary