

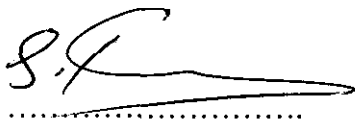
Company Number 2885614

The Companies Acts
Company Limited by Shares
Resolutions of
Johnson Matthey Ceramics plc
(Passed 23 November 2004)

At an Extraordinary General Meeting of the Company duly convened and held on 23 November 2004 the following resolutions were duly passed as Special Resolutions:

1. THAT the Company be re-registered as a private limited company.
2. THAT the name of the Company be changed by substituting "Limited" for "plc".
3. THAT the Company's memorandum of association be amended so that it no longer states that the Company is a public limited company (and making such other amendments to the memorandum as may be necessary).
4. THAT the Company adopt new articles of association in the form attached.

Dated 23 November 2004



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Secretary

