



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 the following resolution was passed as a SPECIAL RESOLUTION: -

That the Avon Rubber p l c Share Incentive Plan ('the SIP'), the principal terms of which are summarised in Appendix 2 to the Notice of AGM, be constituted in the form of the rules produced in draft to the meeting and signed by the Chairman for the purposes of identification, and that the same be and is hereby approved, and the Directors be and are hereby authorised

- (a) to do all acts and things as may be necessary to carry the same into effect, including the making of any amendments to the rules of the SIP as may be necessary or appropriate to comply with best practice or to secure the approval of Her Majesty's Revenue & Customs to the SIP or to take into account any requirements of the UK Listing Authority or London Stock Exchange, and*
- (b) at their discretion to adopt similar plans for employees of the Company and its subsidiaries located in overseas jurisdictions subject to such modifications to take into account, local tax, exchange control, securities laws or other regulatory issues as they consider appropriate*

SIR RICHARD NEEDHAM
Chairman of the Meeting

Certified to be a true and accurate copy of the original document

Signed

Position Company Secretary

Date 2 February 2012

Resolution 11

MONDAY



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COMPANIES HOUSE