



No. 32965

*The Companies Act 2006*

PUBLIC COMPANY LIMITED BY SHARES

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## SPECIAL RESOLUTION

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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 proposed amendments to the Avon Rubber p l c 2010 Performance Share Plan, which are summarised in the Explanatory Notes to this Resolution and are set out in the amended rules produced to this Meeting and initialled by the Chairman for the purposes of identification be and is hereby approved and the Directors be authorised to do all acts and things necessary or appropriate to give effect to the proposed amendments*

**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

