



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 2 March 2010

At the Annual General Meeting of the above named company duly convened and held on 2 March 2010 the following resolution was passed as a SPECIAL RESOLUTION -

"That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the 2006 Act to make market purchases (within the meaning of 693(4) of the 2006 Act) of ordinary shares of £1 each in the capital of the Company provided that

- (a) the maximum number of shares which may be purchased is 4,371,100,*
- (b) the minimum price which may be paid for each share is 1p,*
- (c) the maximum price which may be paid for a share is an amount equal to 105% (one hundred and five percent) of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange London official list for the 5 (five) business days immediately preceding the day on which such share is contracted to be purchased, and*
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company held in 2011 or, if earlier, on 22 July 2011 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time "*

SIR RICHARD NEEDHAM
Chairman of the Meeting

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

Signed
Position **COMPANY SECRETARY AND SOLICITOR**
Date **14-1-11**

Resolution 7

SATURDAY



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COMPANIES HOUSE