



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, subject to the passing of Resolution No 5 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot Relevant Securities pursuant to the authority conferred by Resolution No 5, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

- (a) *Be limited to the allotment of equity securities up to an aggregate nominal amount of £1,456,240, and*
- (b) *Expire on 22 April 2011 or, if earlier, the date of the annual general meeting of the Company in 2011 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired "*

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 6

SATURDAY



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15/01/2011
COMPANIES HOUSE