



No. 32965

*The Companies Act 2006*

PUBLIC COMPANY LIMITED BY SHARES

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## ORDINARY RESOLUTION

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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 an ORDINARY RESOLUTION -

*"That*

- (a) the Avon Rubber p l c Performance Share Plan 2010 ("the 2010 Plan") (the principal features of which are summarised in Appendix 1 to the Notice of this Meeting and which is to be constituted by the rules produced in draft to this Meeting and initialled by the Chairman for the purposes of identification) be approved and the Directors be authorised to do all acts and things necessary to operate the 2010 Plan including making such modifications as the Directors consider necessary or appropriate to take account of the UK Listing Authority and best practice, and*
- (b) the Directors be authorised to establish such further plans for the benefit of employees located in countries other than the UK based on the Plan subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any Ordinary Shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation, in the Plan "*

**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 8

