

No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 2 February 2017

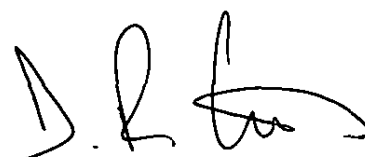
At the Annual General Meeting of the above named company duly convened and held on 2 February 2017 the following resolution was passed as a SPECIAL RESOLUTION -

That, subject to the passing of Resolution 10, the Directors be authorised, in addition to any authority granted under Resolution 11, to allot equity securities (as defined by section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall

(a) be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,551,164, and

(b) be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and

(c) expire on the date 15 months after the date of this Resolution or, if earlier, the date of the next annual general meeting of the Company (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 equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



DAVID EVANS

Chairman of the Meeting

Resolution 12

