

No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 1 February 2018

TUESDAY



At the Annual General Meeting of the above named company duly convened and held on 1 February 2018 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 Act to make market purchases (within the meaning of 693(4) of the 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 3,102,329;
- b) the minimum price (excluding expenses) which may be paid for each share is £1;
- c) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% (one hundred and five percent) of the average of the middle market quotations of the Company's ordinary shares as derived from the Official List of the London Stock Exchange for the 5 (five) business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade of and the highest current independent bid for any number of the Company's ordinary shares on the London Stock Exchange Official List at the time the purchase is agreed; and
- d) this authority shall 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 (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.

A handwritten signature in black ink, appearing to read 'D. Evans', is written over a horizontal line.

DAVID EVANS

Chairman of the Meeting

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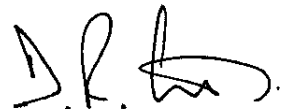
TUESDAY

AVON RUBBER
COMPANIES HOUSE

At the Annual General Meeting of the above named company duly convened and held on 1 February 2018 the following resolution was passed as a SPECIAL RESOLUTION: -

That, subject to the passing of Resolution 9, the Directors be authorised, in addition to any authority granted under Resolution 10, 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

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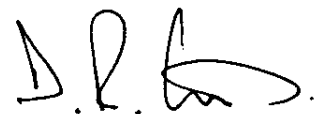
TUESDAY

COMPANIES HOUSE

At the Annual General Meeting of the above named company duly convened and held on 1 February 2018 the following resolution was passed as a SPECIAL RESOLUTION: -

That, subject to the passing of Resolution 9, the Directors be authorised 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) 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

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SPECIAL RESOLUTION

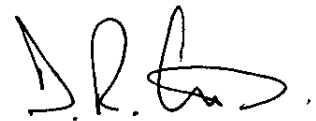
OF

AVON RUBBER p.l.c.

Passed 1 February 2018

At the Annual General Meeting of the above named company duly convened and held on 1 February 2018 the following resolution was passed as a SPECIAL RESOLUTION: -

That a general meeting of the Company (other than an annual general meeting), may be called on not less than 14 clear days' notice.



DAVID EVANS

Chairman of the Meeting

TUESDAY

COMPANIES HOUSE