

Company number 169249

THE COMPANIES ACTS 1908 TO 1917

and

THE COMPANIES ACT 1985 AND 1989

ORDINARY RESOLUTION OF

API GROUP PLC

At an extraordinary general meeting of the above named Company duly convened and held at 25 Cannon Street, London EC4M 5TB on Thursday 20 January 2005 the following resolution was passed as an ordinary resolution:

"That the proposed disposal by the Company of the entire issued share capital of each of API Coated Products Limited and API Tenza Limited, the proposed disposal by Learoyd Group Limited (a wholly owned subsidiary of the Company) of the entire issued share capital of Filmcast Extrusions Limited and the proposed disposal by API-Stace Limited (a wholly owned subsidiary of the Company) of the freehold and leasehold land and buildings known as Gloucester Road, Cheltenham and the freehold land and buildings lying to the south of Carlton Road, Saxmundham, in each case on, or substantially on, the terms of and subject to the conditions contained in the Disposal Agreement (as defined in the document sent to shareholders of the Company and dated 4 January 2005 of which the notice of Extraordinary General Meeting containing this resolution forms part), a copy of which agreement is produced to this meeting and signed for the purpose of identification by the Chairman, be and they are each hereby approved, and the Directors be and they are hereby authorised to do all things which are, in the opinion of the Directors (or a duly authorised committee of them), necessary or desirable to give effect to and complete such Disposal Agreement with such modifications, amendments, variations or waivers as they (or any such committee) consider to be necessary or desirable and not of a material nature and to do, approve or execute on behalf of the Company any act, document or thing which is required by, is ancillary to or relates to the Disposal Agreement or any of the transactions contemplated or effected by it."

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Chairman

