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The Morgan Crucible Company plc

Notice of Annual General Meeting 2013

A letter from the Chairman of The Morgan Crucible Company plc is set out on page 1 of this document.

Notice of the Annual General Meeting of The Morgan Crucible Company plc to be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Friday 10 May 2013 at 12 noon is set out on pages 2 to 10 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 7 and 8. To be valid, the proxy form must be received at the address for delivery specified in the Notes by 12 noon on Wednesday 8 May 2013.

The Morgan Crucible Company plc

(Registered in England No. 286773)

Registered Office:
Quadrant
55-57 High Street
Windsor
Berkshire SL4 1LP

26 March 2013

To holders of Ordinary shares of 25p each ('Ordinary shares'), 5.5% Cumulative First Preference shares of £1 each ('First Preference shares') and 5.0% Cumulative Second Preference shares of £1 each ('Second Preference shares').

Dear Shareholder

THE 2013 ANNUAL GENERAL MEETING

I am pleased to be writing to you with details of our 2013 Annual General Meeting which we are holding at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED at 12 noon on Friday 10 May 2013.

Following the format of previous annual general meetings, our Chief Executive Officer, Mark Robertshaw, will give a presentation on the Group's business and performance over the last 12 months. Shareholders will then have the opportunity to ask questions before moving onto the formal business of the Annual General Meeting.

Notice of the Annual General Meeting can be found on pages 2 to 10 of this document and contains the resolutions dealing with the business of the meeting. The Explanatory notes for all business of the Annual General Meeting are given on pages 4 to 6 of this document.

Holders of Ordinary shares or their proxies or duly authorised representatives may vote at the Annual General Meeting. This year, holders of First Preference shares and Second Preference shares or their proxies or duly authorised representatives may also attend and vote at the meeting as permitted by the Company's Articles of Association (please see Explanatory note to Resolution 18 on page 5).

All your votes are important to us and, once again this year, you will be asked to vote on each of the resolutions on a poll, as permitted by the Articles of Association. This is in line with practice increasingly adopted by UK public companies, primarily as a result of the complexities of the law around voting on a show of hands. It also means that the voting results will be a more representative reflection of the views of our shareholder base.

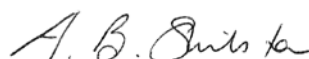
Action to be taken

You are requested (whether or not you intend to be present at the meeting) to complete and submit a proxy appointment form in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 7 and 8. To be valid, the proxy appointment form must be received at the address for delivery specified in the Notes by 12 noon on Wednesday 8 May 2013. Completion and return of a proxy appointment form will not preclude a shareholder from attending and voting at the meeting.

Recommendation

Your Directors consider all the resolutions to be put to the meeting to be in the best interests of the Company and its shareholders as a whole, and accordingly, unanimously recommend you to vote in favour of them as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully



Andrew Shilston
Chairman

The Morgan Crucible Company plc

(Registered in England No. 286773)

('the Company')

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the seventy-ninth Annual General Meeting of the Company will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Friday 10 May 2013 at 12 noon to transact the business set out below. Resolutions 1 to 15 and resolution 19 will be proposed as ordinary resolutions and resolutions 16, 17 and 18 will be proposed as special resolutions.

1. To receive the audited accounts and the auditor's and Directors' reports for the year ended 31 December 2012.
 2. To approve the Directors' remuneration report of the Remuneration Committee.
 3. To declare a final dividend of 6.4 pence per Ordinary share.
 4. To re-elect Kevin Dangerfield as a Director.
 5. To re-elect Martin Flower as a Director.
 6. To re-elect Andrew Given as a Director.
 7. To re-elect Simon Heale as a Director.
 8. To re-elect Andrew Hosty as a Director.
 9. To re-elect Mark Robertshaw as a Director.
 10. To elect Victoire de Margerie as a Director.
 11. To elect Andrew Shilston as a Director.
 12. To re-appoint KPMG Audit Plc as auditor of the Company.
 13. To authorise the Directors to determine the auditor's remuneration.
 14. That, from the date of this resolution until the earlier of 9 November 2014 and the conclusion of the Company's next annual general meeting, the Company and all companies which are its subsidiaries at any time during such period are authorised:
 - a) to make donations to political parties and/or independent election candidates;
 - b) to make donations to political organisations other than political parties; and
 - c) to incur political expenditure,up to an aggregate total amount of £100,000, with the amount authorised for each of paragraphs (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate.
- Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 ('the Act') on 'Control of political donations and expenditure'.
15. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company:
 - a) up to an aggregate nominal amount of £23,430,575, (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph (b) below in excess of £23,430,575); and
 - b) comprising equity securities (as defined in section 560(1) of the Act), up to an aggregate nominal amount of £46,861,150 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted pursuant to paragraph (a) above) in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority):
 - i) to holders of Ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary shares held by them; and
 - ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed), this authority shall expire on 9 November 2014 or, if earlier, at the conclusion of the Company's next annual general meeting, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or rights to be granted after such expiry. All authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

16. That the Directors are empowered pursuant to section 570 of the Act to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 15 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power is limited to:
- a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Services Authority's Listing Rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of Ordinary shares on the register on any fixed record date in proportion to their holdings of Ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
 - b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal amount of £3,514,586,
- and shall expire when the authority conferred on the Directors by resolution 15 in the notice of this meeting expires, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.
17. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.
18. That the regulations contained in the document produced to the meeting and initialled by the Chairman for the purpose of identification, are adopted as the Company's new Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association.
19. That the amendments to The Morgan Crucible Company plc Long-Term Incentive Plan 2004:
- a) to extend the date on which the Remuneration Committee's authority to grant options/awards over Ordinary shares in the Company expires from 22 April 2014 to 9 May 2023; and
 - b) otherwise as shown in the copy of the rules produced to the meeting and initialled by the Chairman for the purposes of identification,
- be hereby approved and adopted and the Board be hereby authorised to do all acts and things which it considers necessary or desirable to carry the same into effect.

Registered office:
Quadrant
55-57 High Street
Windsor
Berkshire SL4 1LP

By Order of the Board
Paul Boulton
Company Secretary
26 March 2013

Explanatory notes to the business of the Annual General Meeting

Resolution 1 – Receipt of the Annual Report and Accounts

The Act requires the Directors of a public company to lay before the Company in general meeting copies of the Directors' report, the independent auditor's report and the audited accounts of the Company in respect of each financial year. In accordance with the UK Corporate Governance Code, the Company proposes, as an ordinary resolution, a resolution on its Annual Report and Accounts.

Resolution 2 – Approval of the Remuneration Report

In accordance with the Act, shareholders are invited to vote on the report on Directors' remuneration, which is set out on pages 50 to 66 of the 2012 Annual Report and Accounts. The vote is advisory and the Directors' entitlement to remuneration is not conditional on this ordinary resolution being passed.

Resolution 3 – Final Dividend

The Directors are recommending the payment of a final dividend of 6.4 pence per share on the Ordinary shares in respect of the year ended 31 December 2012 which, if approved by ordinary resolution of the shareholders, will be payable on 31 May 2013 to shareholders on the register at the close of business on 19 April 2013. The final dividend is to be paid in respect of each Ordinary share, other than those shares in respect of which a valid election has been made to receive new Ordinary shares, pursuant to the Company's scrip dividend scheme, instead of the final dividend.

Resolutions 4 to 11 – Election/Re-election of Directors

As in previous years, the full Board of Directors is standing for either election or re-election in accordance with the provisions of the UK Corporate Governance Code.

Resolutions 4 to 9 are separate ordinary resolutions for the re-election as Directors of Kevin Dangerfield, Martin Flower, Andrew Given, Simon Heale, Andrew Hosty and Mark Robertshaw. Resolutions 10 and 11 are ordinary resolutions and relate to the election as Directors of Victoire de Margerie and Andrew Shilton, both of whom have been appointed since the Company's last annual general meeting.

The Board confirms that, following a performance evaluation, the Directors continue to be effective, demonstrating significant commitment to their roles. The Board believes that the considerable and wide-ranging experience of these Directors will continue to be invaluable to the Company, and recommends their election/re-election.

Biographies of all Directors are set out on pages 36 to 37 of the 2012 Annual Report and Accounts.

Resolutions 12 and 13 – Auditor reappointment and remuneration

At each meeting at which the Annual Report and Accounts are laid, the Company is required to appoint an auditor to serve until the next such meeting. KPMG Audit Plc have indicated their willingness to continue as auditor to the Company. Resolution 12 is an ordinary resolution to reappoint them. Resolution 13 is an ordinary resolution giving the Directors the discretion to determine the auditor's remuneration.

Resolution 14 – Political donations and expenditure

This renews a similar authority given at last year's annual general meeting, which is due to lapse at the 2013 Annual General Meeting. This ordinary resolution seeks approval from shareholders to enable the Company, and all companies which are, or which become, subsidiaries of the Company, to make donations or incur expenditure which it would otherwise be prohibited from making or incurring by the Act. The Company's policy is not to make donations to political parties and there is no intention to change that policy. However, the Act defines political expenditure, political donations and political organisations very widely, such that normal business activities, which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense, may be included. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and communicating with the Government and political parties at local, national and European level, may fall under the terms of the Act.

Accordingly, the Company, in common with many other companies, seeks an authority to incur a level of political donations to political parties, independent election candidates and political organisations as well as political expenditure, to cover these kinds of activities on a precautionary basis, in order to avoid possible inadvertent contravention of the Act. The authority does not purport to authorise any particular donation or expenditure but is expressed in general terms, as required by the Act. Furthermore, as permitted under the Act, the authority has been extended to cover any political donations made or political expenditure incurred by any subsidiaries of the Company. Therefore, as a precautionary measure, you will be asked to give the Company and each of its subsidiaries authority to make political donations to political parties or independent election candidates, to make political donations to political organisations (other than political parties) and to incur political expenditure. These authorities are limited to a maximum aggregate amount of £100,000.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 9 November 2014 (whichever is earlier). It is the Directors' intention to renew this authority each year.

Resolution 15 – Authority to allot shares

The Directors currently have an authority to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to lapse at the 2013 Annual General Meeting. The Board is seeking, by ordinary resolution, to renew that authority over a maximum of 93,722,300 Ordinary shares having an aggregate nominal amount of £23,430,575, representing one third of the issued Ordinary share capital of the Company as at 22 March 2013 and also to give the Directors authority to allot a maximum of 187,444,600 Ordinary shares having an aggregate nominal amount of £46,861,150, representing two thirds of the issued Ordinary share capital of the Company as at 22 March 2013 by way of a rights issue. For the avoidance of doubt, the maximum number of Ordinary shares that could be allotted pursuant to this resolution is 187,444,600 Ordinary shares. The authority will lapse on 9 November 2014 or at the next annual general meeting, whichever shall first occur. The authority sought under this resolution is standard for most UK companies. The Directors have no present intention to issue any shares under the authority being sought. The Company holds no treasury shares.

Resolution 16 – Disapplication of pre-emption rights

This is a special resolution which renews a similar authority given at last year's annual general meeting and, if approved, would enable the Board to allot Ordinary shares for cash other than to existing shareholders in proportion to their existing holdings. Otherwise than in connection with a rights or similar issue or scrip dividend (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements), the authority contained in this resolution will be limited to 14,058,344 new Ordinary shares, having an aggregate nominal amount of £3,514,586, representing approximately 5% of the Company's issued Ordinary share capital as at 22 March 2013.

The authority sought under this resolution is standard for most UK companies. In accordance with the recommendations of the Association of British Insurers, the Directors confirm their intention that no more than 7.5% of the Company's issued Ordinary share capital will be issued for cash on a non pre-emptive basis during any three-year period without appropriate consultation. The Directors have no present intention to exercise this authority. The authority will lapse on 9 November 2014 or at the next annual general meeting, whichever shall first occur.

Resolution 17 – Enabling the Company to call a general meeting on 14 days' notice

This is a special resolution which renews an authority given at last year's annual general meeting and is required as a result of section 307A of the Act. The Company currently has power under its Articles of Association to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must first approve the calling of meetings on 14 days' notice. This resolution seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

Resolution 18 – Adoption of new Articles of Association

It is proposed in resolution 18, which is a special resolution, that the Company adopts new Articles of Association.

Your Board has concluded that a number of changes should be made to the Company's articles ('the current articles') and that the most efficient way to make the changes is to adopt a fresh document as the new articles ('the new articles'). The current articles are an amended version of a document adopted by the Company in 1997.

The principal differences between the new articles and the current articles are summarised in Appendix I to this document on pages 9 and 10. Other differences, which are of a minor, technical or clarifying nature have not been noted in Appendix I. The new articles contain a number of new provisions. Many other provisions in them are a shorter version of corresponding provisions in the current articles. Provisions in the current articles that are no longer needed or appropriate have not been replicated in the new articles.

The rights attached to our two classes of preference shares under the current articles have been retained without change in the new articles. In accordance with the provisions of the current articles, holders of First Preference shares and Second Preference shares are invited to attend and vote at this Annual General Meeting by virtue of the updating of the borrowing powers provisions in the new articles.

A clean copy of the new articles will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office at Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP and at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London EC1Y 4AG from the date of this document until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

Resolution 19 – Long-term incentive arrangements

The Company currently operates The Morgan Crucible Company plc Long-Term Incentive Plan 2004 ('the LTIP'). It will not be possible to make further awards under the LTIP after 22 April 2014, being ten years after the date when shareholders originally approved the LTIP. Shareholder approval is being sought to extend the life of the LTIP until 9 May 2023 to enable the Company to continue to operate the LTIP.

The Remuneration Committee has also taken the opportunity to update the rules of the LTIP in some respects, taking into account modern practice.

Resolution 19 seeks approval, as an ordinary resolution, for the renewal and amendment of the LTIP. A summary of the main proposed amendments to the LTIP are set out below.

The following changes are proposed to the LTIP:

1. the life of the LTIP is to be extended so that it will now expire on 9 May 2023;
2. the upper limit on annual participation is to be increased from 150% (which, under the existing rules, could be increased to 200% in exceptional circumstances) to 200% of an individual's basic salary. There is no longer to be a discretion to increase this limit in exceptional circumstances. The Remuneration Committee currently intends to continue granting awards at around 100% of an individual's basic salary, in the context of there being no changes to the Company's overall incentives structure;
3. the Remuneration Committee is to be permitted to set the vesting period for options/awards provided that each vesting period is at least three years from grant (or, other than for certain types of award, such shorter period as the Remuneration Committee may decide if there are exceptional circumstances). The default is to be a three-year vesting period;
4. clawback and malus provisions are to be inserted for new options/awards. The provisions can be invoked in exceptional circumstances including, without limitation, where there has been a material mis-statement in the published results of the Group or misconduct on the part of the individual. The default clawback period is to be two years from the acquisition of the underlying shares but the Remuneration Committee may set a longer clawback period;
5. the limits on the total number of shares that may be issued under the LTIP are to be updated to make it clear that:
 - a) if shares are issued to the trustees of a trust for the satisfaction of options/awards; or
 - b) shares are transferred out of Treasury to satisfy options/awards,those shares are to be taken into account in the limits. These changes have been designed to comply with institutional investor guidelines; and
6. the change of control provisions are to be amended in line with good practice to prevent options/awards from vesting unless the performance conditions have been achieved over the period up to the change in control and, for new options/awards, the default position is to be that there is pro-rating of options/awards. The Remuneration Committee is to have discretion to modify or not to enforce pro-rating if it considers it appropriate.

The existing and amended rules of the LTIP will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office at Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP and at the offices of Slaughter and May at One Bunhill Row, London EC1Y 8YY from the date of this document until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

Notes

1. A member of the Company entitled to attend, speak and vote at the Annual General Meeting ('the meeting') is also entitled to appoint a proxy or proxies to attend, speak and vote on their behalf provided that if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares. A proxy need not be a member of the Company.
2. All resolutions to be proposed at the meeting will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of those shareholders who are unable to attend but who have appointed a proxy for the meeting. On a poll, each shareholder has one vote for every share held.
3. Members (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including any communications relating to the Company's securities) made at the meeting.
4. A pre-paid proxy form is enclosed with this document. The proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, should be sent to the Company's registrars, Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive not later than 12 noon on Wednesday 8 May 2013 or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting.

Alternatively, you may return the proxy form in an envelope to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU (no stamp required).

- a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 - b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars as the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in Note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 - d) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. Members who have returned proxy forms in accordance with Note 4 or who register the appointment electronically in accordance with Note 5 are not thereby precluded from attending the meeting and voting in person if they so wish.
 7. A shareholder that is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
 8. The Company specifies that only those holders of Ordinary shares, First Preference shares and Second Preference shares registered in the respective register of members of the Company at 6.00pm on Wednesday 8 May 2013 (or, in the event that the meeting is adjourned, in the registers of members at 6.00pm on the day that is two days (excluding any part of a day that is not a working day) before the day of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the registers of members after 6.00pm on Wednesday 8 May 2013 (or, in the event that the meeting is adjourned, in the relevant registers of members after 6.00pm on the day that is two days (excluding any part of a day that is not a working day) before the day of the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

9. As at 22 March 2013 (being the last practicable date prior to the publication of this document) the Company's issued share capital consists of 281,166,903 Ordinary shares carrying one vote each, 125,327 5.5% Cumulative First Preference shares which, for the purpose of this meeting, carry one vote each and 311,954 Second Preference shares which, for the purpose of this meeting, carry one vote each. The total voting rights in the Company as at 22 March 2013 are 281,166,903.
10. Your personal data includes all data provided by you, or on your behalf, that relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
11. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights ('a Nominated Person') may have a right, under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
12. A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see Note 9), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting in accordance with section 527 of the Act. The Company cannot require the shareholders concerned to pay its expenses in complying with sections 527 and 528 of the Act. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.
13. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:
- a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
 - b) the answer has already been given on a website in the form of an answer to a question; or
 - c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at www.morgancrucible.com. A shareholder may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than expressly stated in it.

Appendix I

Summary of the principal changes to the Company's Articles of Association

Shares

CREST/uncertificated shares – new article 6 contains additional provisions relating to shares held in uncertificated form in CREST. These allow the Company to treat a member's certificated and uncertificated holdings as separate holdings when, for example, determining his allocation of nil paid rights under a rights issue.

Partly-paid shares – listed public companies rarely issue partly-paid shares and your Board has no plans for the Company to do so. The new articles do not replicate any of the provisions concerning partly-paid shares that are in the current articles.

General meetings

Rearranged meetings – new article 20 allows the Board to delay the start of a general meeting or to change its venue without having to start it at the time for which it was first convened and then immediately to adjourn it.

Meetings at more than one location – new article 21 allows a general meeting to be held at more than one location if so specified in the notice of meeting or if, in the view of its chairman or the Board, the specified meeting place may not allow all those attending to do so in comfort in secure surroundings or to participate properly. It replaces current article 65 on 'Accommodation of members of meeting'.

Quorum – under the current articles a general meeting will be quorate if three members are present in person or by proxy. It is proposed that this also be the quorum requirement for a general meeting that has been adjourned (new article 25). Under the current articles an adjourned meeting is quorate if just one member or his proxy is present.

Under the current articles, a general meeting that has been adjourned for lack of quorum is to be adjourned to a date not less than 14 days later. The new articles reduce this to a date at least ten days later. The current articles do not provide for what should happen if an adjourned meeting is inquorate. Under the new articles, an adjourned meeting that has not become quorate within 15 minutes will be dissolved.

Adjournments – new article 27 requires that a vote on a proposal to adjourn a general meeting be taken on a show of hands, unless the chairman decides that the vote is to be taken on a poll. It also allows the chairman to adjourn a general meeting without the meeting's consent if, in addition to the circumstances provided for in the current articles, he considers that doing so is necessary or appropriate to ensure the comfort, security or well-being of those attending or to give members a reasonable and proper opportunity to take account of any new material information relevant to the proposed resolutions.

Voting rights – the current articles state that, subject to the terms on which any shares are issued, every member is entitled to such votes at a general meeting as are prescribed by the Companies Act 2006. New article 30 sets out the prescribed voting entitlements and clarifies how the entitlement to vote on a show of hands applies to a proxy's exercise of a discretionary voting power.

Proxies – new article 31(E) confirms that a member who has lodged a proxy form by the required time may change the voting instructions in it or the number of shares to which it relates by lodging an amended proxy form no later than 24 hours before the meeting. New article 31(H) confirms that where more than one proxy form is lodged in respect of the same shares by the required time, the one that is received last will be treated as replacing the others. It also confirms that all proxy forms purporting to appoint different persons as proxy in respect of the same shares will be invalid.

The Board

Board's powers of delegation – under the current articles the Directors may only delegate their powers in certain limited ways. New article 43 allows them to delegate their powers in such ways as the Board considers appropriate.

Vacation of office – the current articles set out the various circumstances in which a person will or may cease to be a director. In addition to the existing circumstances, new article 54(A)(viii) specifies that an executive Director will cease to be a director if he ceases to be an employee.

Borrowing powers – the borrowing limits contained in the current articles have been carried across to the new articles with minimal amendments to update and conform the existing wording to reflect developments over time in law and applicable accounting standards.

Directors' fees – under the current articles the company may pay fees to the Directors of up to £500,000 in aggregate each year, or such higher figure as may be decided at a general meeting. These fees are exclusive of any salary or other remuneration paid to executive directors as employees. This limit was set some years ago and the Board feels that it should now be increased to £750,000 per annum. The increase, at article 56, takes into account current fee levels and will provide greater flexibility should future growth of the Board be desirable.

Directors' interests – new article 64 allows the Company, by passing an ordinary resolution, to relax the restrictions in the articles relating to a director's interests in transactions with the Company without any need to pass a special resolution to amend the articles.

Various provisions in the current articles that relate to the board of directors are no longer appropriate and have not been replicated in the new articles. For example:

Alternate directors – the new articles do not allow a director to appoint an 'alternate' director to act in his place.

Directors' connected persons – the new articles, as is the case with the articles of many FTSE 100 companies, do not contain any provisions relating to a director's 'connected persons'. The 'connected person' provisions in the current articles were originally included to comply with a requirement that was removed from the Listing Rules in 2000.

Convening general meetings by the only director, or only two directors, in the UK – the Board has the power to convene general meetings under the current and new articles. Under the current articles, if the number of directors in the UK is no more than two, the director or directors in the UK can also convene a general meeting. The new articles will not allow a general meeting to be convened in this way.

Qualification shares – the new articles do not require a director to hold shares in the Company.

Rotational retirement – both the current articles and the new articles allow resolutions to be proposed at an annual general meeting confirming that each director is to continue in office following the meeting. The new articles do not contain any of the provisions in the current articles relating to the 'rotational' retirement of directors at annual general meetings. New article 55 provides that at each annual general meeting each director who has been appointed since the Company's previous annual general meeting shall, if willing to continue as a director, be proposed for election by shareholders. In addition, each director who has not been appointed or elected or re-elected at one of the Company's two previous annual general meetings shall, if willing to continue as a director, be proposed for re-election by shareholders. New article 55(B)(iii) also allows any other director selected by the Board to be proposed for re-election at each annual general meeting.

Dividends

Dividend payments – new article 67(F) allows the Company to pay a dividend in one or more currencies and to agree with any member that a dividend due in a particular currency may be paid to him in another currency. Whilst the Board does not currently intend to pay dividends in any currency other than pounds sterling, this allows for flexibility and is a typical provision in many listed public companies' constitutions. New article 67(G) allows the Company, should the Board so decide at some future date, to pay a dividend to all shareholders only by electronic banking transfer and without issuing any cheques. Notwithstanding this new provision, the Board does not currently intend to discontinue the payment of dividends by cheque or any other means permitted in the current articles.

Scrip dividends – new article 70 allows the Board, before it allots new shares to members electing to receive them under a scrip dividend arrangement, to satisfy the dividend by payment of cash instead.

Communications with members

The new articles take greater advantage of the flexibility provided by the provisions in the Companies Act 2006 applicable to how a company can communicate with its members. In particular:

Authentication – new article 76 allows the Company to authenticate any document or information received in electronic form from a member in any way approved by the Board, in addition to any way provided for under the Companies Act 2006. It also allows the Company, where a third party sends any document or information on a member's behalf to the Company, to require such evidence of the third party's authority to send it as the Board considers reasonable.

Joint holders – new article 77 allows the Company to treat a document that it sends to any joint holder of a share as sent to all the joint holders. Any joint holder may on behalf of all of them agree anything with the Company, or specify anything to the Company, in relation to any document or information that is to be sent to them as joint holders.

Deemed receipt – new article 79 allows the Company to serve a document or information on a member, in addition to doing so by post or by electronic means or by leaving it at his registered address, by using any other means authorised by that member.

Documents returned undelivered – if all documents sent to a shareholder in a 24 month period are returned undelivered or unopened or marked 'return to sender' (or, if sent electronically, the Company or its agent receives notification of non-delivery), new article 80 allows the company not to send any more documents or information to the shareholder until he provides a new address.



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