



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 3 March 2011

At the Annual General Meeting of the above named company duly convened and held on 3 March 2011 the following resolution was passed as an ORDINARY RESOLUTION: -

"That in accordance with section 551 of the Companies Act 2006 ("2006 Act") the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) comprising equity securities (as defined by section 560 of the Companies Act 2006 (2006 Act) up to an aggregate nominal amount of £10,241,097 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, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 23 April 2012 or, if earlier, the date of the annual general meeting of the Company in 2012 save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities."

SIR RICHARD NEEDHAM
Chairman of the Meeting

Certified to be a true and accurate copy of the original document

Signed:

Position: Company Secretary

Date: 3 March 2011



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 3 March 2011

At the Annual General Meeting of the above named company duly convened and held on 3 March 2011 the following resolution was passed as a SPECIAL RESOLUTION: -

"That, subject to the passing of Resolution No. 7 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot Relevant Securities pursuant to the authority conferred by Resolution No. 7, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- (a) Be limited to the allotment of equity securities up to an aggregate nominal amount of £1,536,164; and*
- (b) Expire on 23 April 2012 or, if earlier, the date of the annual general meeting of the Company in 2012 (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 Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired."*

SIR RICHARD NEEDHAM
Chairman of the Meeting

Certified to be a true and accurate copy of the original document

Signed:

Position: Company Secretary

Date: 3 March 2011



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 3 March 2011

At the Annual General Meeting of the above named company duly convened and held on 3 March 2011 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 2006 Act to make market purchases (within the meaning of section 693(4) of the 2006 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 4,608,492;*
- (b) the minimum price which may be paid for each share is 1p;*
- (c) the maximum price which may be paid for a share is an amount equal to 105% (one hundred and five percent) of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange London official list for the 5 (five) business days immediately preceding the day on which such share is contracted to be purchased; and*
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company held in 2012 or, if earlier, on 23 July 2012 (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."*

SIR RICHARD NEEDHAM
Chairman of the Meeting

Certified to be a true and accurate copy of the original document

Signed:

Position: Company Secretary

Date: 3 March 2011



No. 32965

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 3 March 2011

At the Annual General Meeting of the above named company duly convened and held on 3 March 2011 the following resolution was passed as a SPECIAL RESOLUTION: -

"That the Articles of Association produced at the annual general meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

A handwritten signature in blue ink that reads "Richard Needham".

SIR RICHARD NEEDHAM
Chairman of the Meeting

Certified to be a true and accurate copy of the original document

Signed: A handwritten signature in blue ink, likely belonging to the Company Secretary.

Position: Company Secretary

Date: 3 March 2011