



No. 32965

*The Companies Act 2006*

PUBLIC COMPANY LIMITED BY SHARES

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## ORDINARY RESOLUTION

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OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 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 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 24 April 2013 or, if earlier, the date of the annual general meeting of the Company in 2013 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.*

A handwritten signature in blue ink, appearing to read "S. R. Needham".

**SIR RICHARD NEEDHAM**  
*Chairman of the Meeting*



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## **SPECIAL RESOLUTION**

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OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 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 24 April 2013 or, if earlier, the date of the annual general meeting of the Company in 2013 (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*



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## SPECIAL RESOLUTION

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OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 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 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 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 on 24 April 2013 or, if earlier, the date of the annual general meeting of the Company held in 2013 (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*



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## SPECIAL RESOLUTION

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OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 the following resolution was passed as a SPECIAL RESOLUTION: -

*That the Avon Rubber p.l.c Employee Stock Purchase Plan ('the ESPP'), the principal terms of which are summarised in Appendix 1 to the Notice of AGM, be constituted in the form of the rules produced in draft to the general meeting and signed by the Chairman for the purposes of identification, and that the same be and is hereby approved, and the Directors be and are hereby authorised:*

- (a) to do all acts and things as may be necessary to carry the same into effect, including the making of any amendments to the rules of the ESPP as may be necessary or appropriate to take account of any relevant U.S. federal or state securities laws, tax and exchange control requirements; and*
- (b) at their discretion to adopt other equity based compensation plans for employees of the Company and its subsidiaries located in overseas jurisdictions subject to such modifications to take into account, local tax, exchange control, securities laws or other regulatory issues as they consider appropriate.*

**SIR RICHARD NEEDHAM**  
*Chairman of the Meeting*



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## SPECIAL RESOLUTION

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OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 the following resolution was passed as a SPECIAL RESOLUTION: -

*That the Avon Rubber p.l.c Share Incentive Plan ('the SIP'), the principal terms of which are summarised in Appendix 2 to the Notice of AGM, be constituted in the form of the rules produced in draft to the meeting and signed by the Chairman for the purposes of identification, and that the same be and is hereby approved, and the Directors be and are hereby authorised:*

- (a) to do all acts and things as may be necessary to carry the same into effect, including the making of any amendments to the rules of the SIP as may be necessary or appropriate to comply with best practice or to secure the approval of Her Majesty's Revenue & Customs to the SIP or to take into account any requirements of the UK Listing Authority or London Stock Exchange; and*
- (b) at their discretion to adopt similar plans for employees of the Company and its subsidiaries located in overseas jurisdictions subject to such modifications to take into account, local tax, exchange control, securities laws or other regulatory issues as they consider appropriate.*

A handwritten signature in blue ink, appearing to read "R. Needham".

**SIR RICHARD NEEDHAM**  
*Chairman of the Meeting*



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**SPECIAL RESOLUTION**

---

OF

**AVON RUBBER p.l.c.**

Passed 2 February 2012

At the Annual General Meeting of the above named company duly convened and held on 2 February 2012 the following resolution was passed as a SPECIAL RESOLUTION: -

*That the proposed amendments to the Avon Rubber p.l.c. 2010 Performance Share Plan, which are summarised in the Explanatory Notes to this Resolution and are set out in the amended rules produced to this Meeting and initialled by the Chairman for the purposes of identification be and is hereby approved and the Directors be authorised to do all acts and things necessary or appropriate to give effect to the proposed amendments.*

A handwritten signature in blue ink, appearing to read "R. Needham".

**SIR RICHARD NEEDHAM**  
*Chairman of the Meeting*