

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

AVON RUBBER p.l.c.

Passed 26 January 2016

At the Annual General Meeting of the above named company duly convened and held on 26 January 2016 the following resolution was passed as an ORDINARY RESOLUTION: -

That the Avon Rubber p.l.c. 2015 Share Option Plan (the 'Plan') in the form of the rules produced in draft to the meeting and signed by the Chairman for the purposes of identification be and the same is hereby approved, and the Directors be and they 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 Plan as may be necessary or appropriate to (a) take into account of the UK Listing Authority and best practice or (b) ensure compliance of the Plan with the provisions of Schedule 4, Income Tax (Earnings and Pensions) Act 2003; and
- (b) at their discretion to adopt equivalent 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 black ink, appearing to read 'D. Evans'.

DAVID EVANS

Chairman of the Meeting