No. 32965

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 US Stock Option Plan (the 'US Stock Option 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 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 US Stock Option Plan as may be necessary or appropriate to (a) obtain approval to the US Stock Option Plan or to ensure compliance with Section 422 of the US Internal Revenue Code 1986, as amended or (b) meet any relevant local securities law, tax and exchange control requirements.

DAVID EVANS
Chairman of the Meeting

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