

No: 251977

The Companies Act 2006
Company Limited by Shares
Special Resolution

of

Cookson Group plc (the “Company”)

At a meeting of the holders of the Scheme Shares (as defined in the scheme of arrangement proposed to be made between the Company and such holders dated 1 November 2012) duly convened and held at One Silk Street, London EC2Y 8HQ on 26 November 2012 at 10.00 a.m., the following resolution was duly passed as a Special Resolution:

“That the Scheme of Arrangement dated 1 November 2012, a copy of which has been produced to this meeting and signed by myself for purposes of identification, be approved.”

.....

Chairman