

The Companies Act 2006
Company Limited by Shares
Special Resolutions

of

Cookson Group plc (the “Company”)

At a General Meeting of the Company duly convened and held at One Silk Street, London EC2Y 8HQ on 26 November 2012 at 10.15 a.m., the following resolutions were duly passed as Special Resolutions:

1. THAT:

- (1) for the purpose of giving effect to the scheme of arrangement dated 1 November 2012 between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the chairman thereof, in its original form or subject to any modification, addition or condition agreed by the Company and Vesuvius plc and approved or imposed by the Court (the “Scheme”) :
 - (a) the Directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
 - (b) the issued share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme);
 - (c) subject to and forthwith upon the reduction of capital referred to in sub-paragraph (b) above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
 - (i) the share capital of the Company be increased to its former amount by the issue of such number of new Ordinary Shares of £1.00 each as shall be equal to the aggregate number of Scheme Shares cancelled pursuant to sub-paragraph (b) above;
 - (ii) the reserve arising in the books of account of the Company as a result of the reduction of capital referred to in sub-paragraph (b) above be capitalised and applied in paying up in full at par the new ordinary shares so issued, such shares to be allotted and issued credited as fully paid to Vesuvius plc and/or its nominee(s) in accordance with the terms of the Scheme;
 - (iii) the Directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot the new ordinary shares referred to in sub-paragraph (c)(i) above, provided that (1) the maximum aggregate nominal amount of the

shares which may be allotted under this authority shall be the aggregate nominal amount of the said new ordinary shares created pursuant to subparagraph (c)(i) above; (2) this authority shall expire on the fifth anniversary of the date of this resolution; and (3) this authority shall be in addition and without prejudice to any other authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and

- (2) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 150:

“150 Scheme of arrangement

- (A) *In this Article references to the “Scheme” are to the scheme of arrangement between the Company and the holders of Scheme Shares dated 1 November 2012 as it may be modified or added to in accordance with its terms, and expressions defined in the Scheme shall have the same meaning when used in this Article.*
- (B) *Notwithstanding any other provision in these Articles, if any ordinary shares shall be issued after the adoption of this Article and before the Reduction Record Time (other than any ordinary shares issued to Vesuvius or its nominees or any member of its group), such ordinary shares shall be allotted and issued subject to the terms of the Scheme and shall accordingly constitute Scheme Shares for the purposes of, and the holders of such ordinary shares shall be bound by, the Scheme.*
- (C) *Subject to the Scheme taking effect, if any ordinary shares shall be issued after the Reduction Record Time to any person (a “New Member”, which term shall include any successors and assigns) (other than any ordinary shares allotted or issued pursuant to the Scheme or to Vesuvius or its nominees or any member of its group), such ordinary shares shall be allotted and issued on terms that, immediately upon their allotment or issue or, if later, immediately after the Scheme Effective Date, they shall be transferred to Vesuvius (or as it may direct).*
- (D) (a) *The consideration for any transfer provided for in paragraph (C) of this Article shall be:*
- (i) *in the event that such transfer takes place before the Demerger Record Time (as defined in the circular to shareholders dated 1 November 2012), or subsequently if the Demerger does not become effective, the allotment and issue or transfer by Vesuvius to the New Member of one new Vesuvius Share, credited as fully paid, for each ordinary share so transferred; and*
- (ii) *in the event that such transfer takes place on or after the Demerger Record Time and the Demerger becomes effective, the allotment and issue or transfer by Vesuvius to the New Member of such number of new Vesuvius Shares, credited as fully paid, as shall be calculated by multiplying the relevant number of ordinary shares so transferred by the following fraction:*

$$\frac{A}{B}$$

where:

A is the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) of an ordinary share on the last three days of trading in the Company's ordinary shares on the London Stock Exchange; and

B is the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) of a Vesuvius Share on the three days of trading in Vesuvius Shares on the London Stock Exchange immediately following the Demerger Effective Time (as defined in the circular to shareholders dated 1 November 2012),

Provided that if the Company is advised that the allotment and/or issue or transfer of Vesuvius Shares pursuant to this Article would or may infringe the laws of a jurisdiction outside the United Kingdom or would or may require Vesuvius to comply with any governmental or other consent or any registration, filing or other formality with which Vesuvius is unable to comply or compliance with which Vesuvius regards as unduly onerous, the Company may, in its sole discretion, determine that such Vesuvius Shares shall be sold, in which event the Company shall appoint a person to act pursuant to this Article and such person shall be authorised on behalf of such holder to procure that any shares in respect of which the Company has made such determination shall, as soon as practicable following the allotment, issue or transfer of such shares, be sold.

- (b) The Vesuvius Shares allotted and issued or transferred to a New Member pursuant to sub-paragraph D(a) of this Article shall be credited as fully paid and shall rank pari passu in all respects with all other Vesuvius Shares in issue at that time (other than as regards any dividend or other distribution payable by reference to a record date preceding the date of allotment) and shall be subject to the Articles of Association of Vesuvius.*
- (c) The number of Vesuvius Shares to be allotted and issued to a New Member under paragraph (D) of this Article may be further adjusted by the Board in such manner as the Auditors may determine to be fair and reasonable on any reorganisation of, or material alteration to, the share capital of Cookson or of Vesuvius effected after the close of business on the Scheme Effective Date. For the avoidance of doubt, the proposed reduction of capital of Vesuvius referred to in Preliminary (D) to the Scheme shall not give rise to any adjustment under this paragraph (c) and the New Members shall not be entitled to receive any benefit pursuant to such reduction of capital.*
- (d) Any fraction of a Vesuvius Share arising pursuant to paragraph (D)(a)(ii) of this Article shall not be allotted or issued to a New Member and all entitlements shall be rounded down to the nearest whole number of Vesuvius Shares.*
- (E) To give effect to any transfer of ordinary shares, the Company may appoint any person as attorney for the New Member to transfer the ordinary shares to Vesuvius and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the ordinary*

shares in Vesuvius or its nominee(s) and pending such vesting to exercise all such rights attaching to the ordinary shares as Vesuvius may direct. If an attorney is so appointed, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of Vesuvius) be entitled to exercise any rights attaching to the ordinary shares unless so agreed by Vesuvius. The attorney shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of Vesuvius and the Company may give a good receipt for the consideration for the ordinary shares and may register Vesuvius as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the ordinary shares. Vesuvius shall allot and issue or transfer the Vesuvius Shares to the New Member within ten business days of the issue of the ordinary shares to the New Member.”

(3) with effect from the passing of this resolution:

- (a) the articles of association of the Company be altered to include the rights attaching to a Deferred Share of £1.00 by the adoption and inclusion of the following new article 8A:

“8A The Deferred Share of £1.00 shall have all the rights of an ordinary share, save that:

- (i) *the holder of the Deferred Share shall not be entitled to receive a dividend or other distribution or to have any other right to participate in the profits of the Company;*
- (ii) *the holder of the Deferred Share shall have no right to attend or vote at any general meeting of the Company; and*
- (iii) *on a return of capital or winding-up of the Company, the holder of the Deferred Share shall be entitled, subject to the payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amount paid up or credited as paid up on the Deferred Share, but shall have no further or other right to participate in the assets of the Company.”;*
- (b) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot the said Deferred Share provided that (1) this authority shall expire on the fifth anniversary of the date of this resolution and (2) this authority shall be in addition and without prejudice to any authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and
- (c) pursuant to and during the period of the said authority the Directors be empowered to allot the said Deferred Share wholly for cash as if section 561(1) of the said Act did not apply to any such allotment.

2. THAT, conditional upon the passing of resolution (1) above:

- (a) the Demerger (as defined in the circular to the Company’s shareholders dated 1 November 2012 (the “Circular”)) be and is hereby approved and the Directors of the

Company and Vesuvius plc (or a duly authorised committee of the directors of the relevant company) be authorised to carry the same into effect (with such non-material amendments as they shall deem necessary or appropriate) and in connection therewith:

- (i) the Directors of the Company be and are hereby authorised and instructed to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as they consider necessary or expedient for the purpose of giving effect to the Demerger; and
 - (ii) entry into the Separation Agreements (as defined in the Circular) be and is hereby approved and the Directors (or a duly authorised committee of the Directors) be authorised to carry the same into effect with all such non-material amendments as they shall deem necessary or appropriate;
- (b) the Vesuvius Capital Reduction, as defined and described in the Circular and approved or to be approved by a special resolution of the shareholders of Vesuvius plc, be and is hereby approved and the Directors of the Company and Vesuvius plc be and are hereby authorised to take all such actions as they may consider necessary or appropriate for carrying such reduction of capital into effect; and
- (c) the Alent Capital Reduction, as defined and described in the Circular and approved or to be approved by a special resolution of the shareholders of Alent plc, be and is hereby approved and the Directors of the Company and Alent plc be and are hereby authorised to take all such actions as they may consider necessary or appropriate for carrying such reduction of capital into effect.
3. THAT, conditional upon the Scheme becoming effective, the Company's Ordinary Shares be delisted from the premium listing segment of the Official List (as defined in the Circular).

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Chairman