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If you have sold or otherwise transferred all your shares in The Morgan Crucible Company plc, you should send this document, together with the accompanying proxy form(s), to the purchaser or transferee or to the stockbroker, bank or other agent through whom you made the sale or transfer for transmission to the purchaser or transferee.



The Morgan Crucible Company plc

Notice of
Annual General Meeting
2009

A letter from the Chairman of The Morgan Crucible Company plc is set out on pages 1 to 3 of this document.

The Notice for the Annual General Meeting is set out on pages 4 to 6 of this document.

To be valid, forms of proxy for use at the Meeting should be completed in accordance with the instructions printed thereon and returned to the Company's Registrars as soon as possible, but in any event so as to be received no later than 11.00 am on 15 April 2009.

The Morgan Crucible Company plc

(Registered in England No. 286773)

Registered Office:
Quadrant
55-57 High Street
Windsor
Berkshire
SL4 1LP

17 March 2009

To holders of Ordinary shares and for information only to holders of 5.5% Cumulative First Preference shares and 5.0% Cumulative Second Preference shares.

Dear Shareholder

THE ANNUAL GENERAL MEETING

Following the format of recent annual general meetings, our Chief Executive Officer, Mark Robertshaw, will be providing attendees with a presentation for 15 minutes or so on the business of the Group and its performance over the last 12 months. This will give shareholders the opportunity to ask questions relating to the business before moving into the formalities of the Annual General Meeting which must be considered in accordance with the various obligations under which companies such as ours are required to operate. We shall be starting the Meeting at 11.00 am on Friday 17 April 2009 at the Oakley Court Hotel, Windsor Road, Water Oakley, Windsor, Berkshire SL4 5UR to transact the ordinary and special business of the Meeting.

Notice of the Annual General Meeting can be found on pages 4 to 6 of this document. The ordinary business to be proposed includes the declaration of a final dividend and the re-appointment of the auditors of the Company. None of the Directors will be offering themselves for re-election at the forthcoming Annual General Meeting on 17 April 2009 as all of the current Directors have been elected or re-elected at the last two Annual General Meetings. The special business to be proposed is also set out in the Notice of Annual General Meeting and includes amendments to the Company's Articles of Association, a resolution to enable the Company to convene a general meeting on 14 days' notice, the renewal of the Directors' authority to allot shares, the disapplication of pre-emption rights in certain circumstances, an increase in authorised share capital and the approval to buy back the Company's Ordinary shares in the market. The resolutions dealing with both the ordinary and special business are set out in the Notice of the Annual General Meeting.

Only shareholders holding Ordinary shares or their proxies may vote at the Annual General Meeting.

A form of proxy in respect of your shareholding is enclosed with this letter. You are requested to complete all forms of proxy and return them to the Company's Registrars, **Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR, so as to arrive no later than 11.00 am on 15 April 2009.** Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the Meeting.

These notes are intended to explain the Directors' recommendation for the payment of a final dividend in respect of 2008 and the special business to be transacted at the Annual General Meeting.

Ordinary business

Ordinary resolution 3

Final dividend

The Directors are recommending the payment of a final dividend of 4.5 pence per share on the Ordinary shares in respect of the year ended 4 January 2009 which, if approved by shareholders, will be payable on 10 July 2009 to shareholders on the register at the close of business on 5 June 2009. The Company has a Dividend Re-Investment Plan ('DRIP'), administered by Capita Registrars, which enables shareholders to re-invest their cash dividend in existing shares in the Company. If you are not currently registered for the DRIP and wish to participate, you should contact Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR (0871 664 0300 – calls cost 10p per minute plus network extras).

Special business

Ordinary resolution 6

Authority to allot shares

The Directors currently have an authority to allot equity securities which is due to lapse at the forthcoming Annual General Meeting. The Board is seeking to renew that authority over a maximum of 90,050,000 Ordinary shares having an aggregate nominal amount of £22,512,500, representing just less than one third of the issued Ordinary share capital of the Company as at 9 March 2009 and also to give the Directors authority to allot a maximum of 180,100,000 Ordinary shares having an aggregate nominal amount of £45,025,000, representing just less than two thirds of the issued Ordinary share capital of the Company as at 9 March 2009 by way of a rights issue. If shares already reserved for issue are omitted from the calculation, then the authority would represent approximately 27.13% and 60.46% respectively of the Company's issued Ordinary share capital as at that date. For the avoidance of doubt, the maximum number of Ordinary shares which could be allotted pursuant to this resolution is 180,100,000 Ordinary shares. The authority will lapse 15 months from the passing of the resolution or at the next annual general meeting, whichever shall first occur. The Directors may issue new Ordinary shares on the exercise of options and the issue of shares pursuant to the Company's various employee share schemes and, as necessary, as consideration for the acquisition of companies or businesses or for the purpose of a rights issue. The authority sought under resolution 6 is standard for most UK companies. The Directors have no present intention to issue any shares under the authority being sought except in connection with the Company's employee share schemes. The Company holds no treasury shares.

If the Board takes advantage of the additional authority to issue shares representing more than one third of the Company's total Ordinary share capital in issue, or for a rights issue where the monetary proceeds exceed one third of the Company's pre-issue market capitalisation, all members of the Board wishing to remain in office will stand for re-election at the next annual general meeting following the decision to make the relevant share issue.

Ordinary resolution 7

Increase in authorised share capital

The Directors propose to increase the authorised share capital of the Company from £109.1 million to £150 million by the creation of an additional £40.9 million of Ordinary shares of 25 pence each. On 9 March 2009 (the latest practicable date prior to the printing of this document) approximately 286,936,243 Ordinary shares, 125,327 5.5% Cumulative First Preference shares which carry no voting rights and 311,954 5.0% Cumulative Second Preference shares which carry no voting rights were in issue or reserved for issue pursuant to the exercise of options and awards granted under employee share schemes. The additional shares, which represent an increase of approximately 37.63% in the authorised Ordinary share capital, will give the Company an appropriate level of authorised but unissued share capital to meet its requirements for the foreseeable future. The Directors may allot additional Ordinary shares only with the authority of the shareholders.

Special resolution 8

Changes to the Company's Articles of Association

Following the Company's annual general meeting in 2008, the Company (in conjunction with its legal advisers) is continuing its review of the Articles of Association, in particular in relation to any further changes which are necessary or desirable following the full implementation of the Companies Act 2006 and any additional changes which may be required pursuant to the implementation of the Companies (Shareholders' Rights) Regulations (currently expected in August 2009).

Notice of General Meetings

Certain provisions in the current Articles of Association dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the new Articles of Association because the relevant matters are provided for in the Companies Act 2006. In particular, a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

Special resolution 9

Memorandum and Articles of Association

The provisions regulating the operations of the Company are currently set out in the Company's Articles of Association. The Company's Memorandum of Association contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's Memorandum of Association. The Companies Act 2006 provides that a Memorandum of Association will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's Memorandum of Association, such as the authorised share capital of the company, for existing companies at 1 October 2009, will be deemed to be contained in a company's Articles of Association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's Articles of Association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum of Association which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's Articles of Association as of 1 October 2009. This resolution confirms the removal of these provisions for the Company.

Authorised Share Capital

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the new Articles of Association reflect this. The Company will still be limited as to the number of shares which it can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

Special resolution 10

Enabling the Company to convene a general meeting on 14 days' notice

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. If resolution 8 is passed, the Company will be able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 10 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

Special resolution 11

Disapplication of pre-emption rights

This resolution gives authority to the Board to allot Ordinary shares for cash other than to existing shareholders in proportion to their existing holdings for a period not exceeding 15 months from the date of the passing of the resolution or until the next annual general meeting, whichever shall first occur. The authority would be limited to 13,510,000 new Ordinary shares having an aggregate nominal amount of £3,377,500, representing just less than 5% of the Company's issued Ordinary share capital as at 9 March 2009. The authority sought under resolution 11 is standard for most UK companies. In accordance with the recommendations of the Association of British Insurers' Pre-emption Group, the Directors confirm their intention that no more than 7.5% of the Company's issued Ordinary share capital will be issued for cash on a non pre-emptive basis during any three year period without appropriate consultation. The Directors have no present intention to allot any shares under the authority being sought except in connection with the Company's employee share schemes.

Special resolution 12

Purchase of Ordinary shares in the market

The Directors are seeking to renew shareholder approval to enable the Company to purchase some of the Company's Ordinary shares in the market. This approval was also secured at the annual general meeting held last year. The Directors would only exercise this authority if they were satisfied that a purchase would increase earnings per share and would be in the interests of members generally. The Directors have no current intention to use this authority in respect of any particular shares held by any particular shareholder.

The proposed authority will be limited by the terms of the resolution to the purchase of up to 27,020,600 Ordinary shares, which represents just less than 10% of the issued Ordinary share capital as at 9 March 2009. The minimum price payable per share (exclusive of expenses) would be its nominal amount (this being 25 pence) and the maximum price (exclusive of expenses) would be the higher of: (i) 5% above the average of the middle market quotation of the Ordinary shares, derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding any purchase; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share as derived from the London Stock Exchange Trading System.

Any such purchases would be made on the market and would be paid for out of distributable profits. Shares purchased would either be cancelled or held as treasury shares. The authorised Ordinary share capital figure would remain unaffected.

As at 9 March 2009 there were outstanding options and awards under the Company's employee share schemes to subscribe for 16,729,987 Ordinary shares which represents 6.19% of the issued Ordinary share capital of the Company as at that date. In the event that the Directors do exercise this authority in full, the outstanding options to subscribe for Ordinary shares would represent 6.88% of the issued Ordinary share capital of the Company as at that same date.

Details of any shares purchased pursuant to the proposed authority will be notified to a Regulatory Information Service as soon as possible and in any event by 7.30 am on the business day following the purchase and the Registrar of Companies will be so notified within 28 days. Details will also be included in the Company's Annual Report in respect of the financial period in which any purchases take place.

The authority set out in this resolution would expire 15 months from the date of the passing of the resolution or at the next annual general meeting, whichever shall first occur.

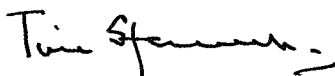
Action to be taken

A form of proxy in respect of your holding for the Meeting is enclosed with this letter. You are requested (whether or not you intend to be present at the Meeting) to complete the form of proxy enclosed with this letter in accordance with the instructions thereon and return it to the Company's Registrars, **Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR, so as to arrive no later than 11.00 am on 15 April 2009**. Completion and return of a proxy card will not preclude a shareholder from attending and voting at the Meeting.

Recommendation

Your Directors consider the above proposals to be in the best interests of the Company and its shareholders as a whole and accordingly recommend you to vote in favour of the resolutions to be proposed at the Annual General Meeting as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully



Tim Stevenson
Chairman

The Morgan Crucible Company plc

(Registered in England No. 286773)

('The Company')

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTY-FIFTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE OAKLEY COURT HOTEL, WINDSOR ROAD, WATER OAKLEY, WINDSOR, BERKSHIRE SL4 5UR ON 17 APRIL 2009 AT 11.00 AM FOR THE FOLLOWING PURPOSES:

1. To receive the Reports of the Directors and the auditors and the Accounts for the year ended 4 January 2009.
2. To approve the Remuneration Committee report, as set out in the Report and Accounts for the year ended 4 January 2009.
3. To declare a Final Dividend at the rate of 4.5 pence per share on the Ordinary share capital of the Company for the year ended 4 January 2009 payable on 10 July 2009 to shareholders on the register at the close of business on 5 June 2009.
4. To re-appoint KPMG Audit Plc as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the members.
5. To authorise the Directors to agree the remuneration of the auditors of the Company.

Special business

To consider and, if thought fit, pass the following resolutions, of which resolutions 6 and 7 will be proposed as ordinary resolutions and resolutions 8 to 12 will be proposed as special resolutions:

Ordinary resolutions

6. THAT the Directors of the Company be authorised to allot relevant securities (as defined in the Companies Act 1985):

(a) up to a nominal amount of £22,512,500; and

(b) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £45,025,000 (including within such limit any shares issued under (a) above) in connection with an offer by way of a rights issue:

(i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors of the Company consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply for the period expiring 15 months after the date of passing this resolution or on the date of the next annual general meeting, whichever shall first occur but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Directors may allot relevant securities under any such offer or agreement as if the authority had not ended.

7. THAT the authorised share capital of the Company be increased to £150 million by the creation of 163.6 million Ordinary shares of 25 pence each ranking equally in all respects with the existing Ordinary shares of 25 pence each in the capital of the Company.

Special resolutions

8. THAT, with effect from the conclusion of the Meeting, the Articles of Association of the Company be amended by making the alterations marked on the print of the Articles of Association produced to the Meeting marked 'A' and initialled by the Chairman for the purposes of identification.

9. THAT, with effect from 00.01 am on 1 October 2009:

(i) the Company's Articles of Association be amended by deleting all the provisions in the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(ii) the Articles of Association of the Company be amended by making the alterations marked on the print of the Articles of Association produced to the Meeting marked 'B' and initialled by the Chairman for the purposes of identification.

10. THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

11. THAT, subject to the passing of resolution 6, the Directors of the Company be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 6 (b), by way of a rights issue only):

(i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors of the Company consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) in the case of the authority granted under resolution 6(a), to the allotment (otherwise than under (a) above) of equity securities up to a nominal amount of £3,377,500,

such power to apply for the period expiring 15 months after the date of passing this resolution or on the date of the next annual general meeting, whichever shall first occur, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

12. THAT the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of Section 163 of the Companies Act 1985 to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary shares of 25 pence each in the issued share capital of the Company provided that:

(a) the maximum aggregate number of Ordinary shares authorised to be purchased is 27,020,600, representing just less than 10% of the issued Ordinary share capital of the Company;

(b) the minimum price which may be paid for an Ordinary share (exclusive of expenses) is 25 pence;

(c) the maximum price which may be paid for an Ordinary share (exclusive of expenses) is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share as derived from the London Stock Exchange Trading System;

(d) unless previously renewed, varied or revoked, this authority shall expire 15 months from the date of the passing of this resolution or at the conclusion of the next annual general meeting (whichever is the sooner); and

(e) the Company may make a contract to purchase Ordinary shares under this authority which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary shares in pursuance of such a contract.

Registered office:
Quadrant
55-57 High Street
Windsor
Berkshire
SL4 1LP

By Order of the Board
Paul Boulton
Secretary
17 March 2009

The Morgan Crucible Company plc

('The Company')

Notes

1. A member of the Company entitled to attend, speak and vote at the Meeting is also entitled to appoint in writing a proxy or proxies to attend, speak and vote in their stead provided that if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares. A proxy need not be a member of the Company.
2. Members (and any proxies or representatives they appoint) agree, by attending the Meeting, that they are expressly requesting and that they are willing to receive any communications (including any communications relating to the Company's securities) made at the Meeting.
3. A pre-paid form of proxy is enclosed with this document. The form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, should be sent to the Company's registrars Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR, or returning the proxy form in an envelope to FREEPOST RLZK-EARB-GSKJ, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham BR3 4TU (no stamp required) so as to arrive at least 48 hours before the time of the Meeting or any adjournment thereof.
4. (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 April 2009 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

(b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

(c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(d) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. Members who have returned forms of proxy or who register the appointment electronically in accordance with Note 4 are not thereby precluded from attending the Meeting and voting in person if they so wish.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of Ordinary shares registered in the relevant register of securities of the Company at 5.30 pm on 15 April 2009 (or, in the event that the Meeting is adjourned, in the register of relevant securities at 5.30 pm on the day which is two days before the day of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of Ordinary shares registered in their names at that time. Changes to entries on the relevant register of securities after 5.30 pm on 15 April 2009 (or, in the event that the Meeting is adjourned, in the relevant register of securities after 5.30 pm on the day which is two days before the day of the adjourned Meeting) shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
7. Membership of any Company share scheme or share option scheme does not give any entitlement to attend or vote at the Annual General Meeting.
8. This Notice is sent for information only to holders of any class of preference shares of the Company, such holders not being entitled to attend or vote at the Meeting.
9. Total voting rights: As at 9 March 2009 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 270,206,256 Ordinary shares carrying one vote each, 125,327 5.5% Cumulative First Preference shares which carry no voting rights and 311,954 5.0% Cumulative Second Preference shares which carry no voting rights. Therefore, the total voting rights in the Company as at 9 March 2009 are 270,206,256.
10. Data protection statement: Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
11. Nominated Persons: Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.

12. Corporate Representatives: In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

The service contracts of the Directors (including the terms and conditions of appointment of the non-executive Directors) and a copy of the Company's Memorandum and Articles of Association together with comparison documents showing the changes proposed to be made to the Articles of Association pursuant to resolutions 8 and 9 will be available for inspection on the day of the Annual General Meeting at the venue for that Meeting from 10.30 am until the Meeting is concluded. The same documents are otherwise available for inspection during normal business hours on any weekday (excluding public holidays) at the Company's registered office.



The Morgan Crucible Company plc
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