

The Morgan Crucible Company plc

At the Annual General Meeting of The Morgan Crucible Company plc held on Tuesday, 10th May 2011, the following resolutions were passed by shareholders on a show of hands.

In relation to the resolutions proposed at the meeting, proxy votes were received by the Company from shareholders prior to the meeting as set out below:

Resolution (No. as noted on proxy form)	Votes For		Votes Discretionary		Votes Against		Votes Withheld* Number of shares	Poll
	Number of shares	% of total voted	Number of shares	% of total voted	Number of shares	% of total voted		
1. To receive the audited accounts and the auditors' and directors' reports for the year ended 2 January 2011	186,693,132	99.78	360,546	0.19	63,535	0.03	2,356,083	No
2. To approve the directors' remuneration report of the Remuneration Committee	176,734,236	96.14	359,367	0.2	6,722,696	3.66	5,656,996	No
3. To declare a final dividend of 5 pence per Ordinary share	186,993,130	99.79	361,904	0.19	14,043	0.01	2,104,219	No
4. To re-elect Mark Robertshaw as a Director	181,651,217	96.95	361,181	0.19	5,337,008	2.85	2,123,890	No
5. To re-elect Simon Heale as a Director	186,708,474	99.65	361,181	0.19	279,536	0.15	2,124,105	No
6. To re-elect Martin Flower as a Director	186,696,569	99.65	368,720	0.2	279,152	0.15	2,128,855	No
7. To re-elect Andrew Given as a Director	186,701,601	99.65	374,555	0.2	272,420	0.15	2,124,720	No
8. To re-elect Kevin Dangerfield as a Director	184,151,117	98.29	368,215	0.2	2,829,459	1.51	2,124,505	No
9. To re-elect Tim Stevenson as a Director	186,049,382	99.3	367,767	0.2	930,642	0.5	2,125,505	No
10. To elect Andrew Hosty as a Director	184,133,513	98.29	373,391	0.2	2,838,177	1.51	2,128,215	No
11. To re-appoint KPMG Audit Plc as auditors of the Company	186,679,377	99.77	361,385	0.19	57,992	0.03	2,374,542	No

12. To authorise the Directors to determine the auditors' remuneration	186,606,902	99.74	451,487	0.24	44,374	0.02	2,370,533	No
13. To authorise the Directors to make political donations	184,110,042	98.28	442,475	0.24	2,764,606	1.48	2,156,173	No
14. To authorise the Directors to allot relevant securities	183,922,234	98.52	455,238	0.24	2,303,562	1.23	2,792,262	No
15. To renew the Directors' authority to disapply pre-emption rights	186,512,895	99.56	443,585	0.24	382,844	0.2	2,133,972	No
16. To enable the Company to convene a general meeting (other than an annual general meeting) on not less than 14 clear days' notice	176,734,480	94.33	439,518	0.23	10,180,825	5.43	2,118,473	No
17. To adopt new Articles of Association	186,522,510	99.7	481,602	0.26	69,010	0.04	2,400,174	No

*a vote withheld is not a vote in law and has not been included in the calculation of the proportion of votes "for", "discretionary" or "against".

Resolutions 15 to 17 were passed as Special Resolutions. The issued share capital at the meeting date was 272,911,009 Ordinary shares, carrying one vote per share.