



PROTECTING THE FUTURE
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Proxy Votes for Resolution



Annual General Meeting
21 January 2009

RESOLUTION 1

That the Report of the Directors and the Financial Statements as at 30 September 2008 be received and adopted.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,517,402 were in favour, 3,688 were against and 1,200 were withheld.

RESOLUTION 2

That the Remuneration Report of the Directors (as set out on pages 20 to 25 of the annual report) for the year ended 30 September 2008 be approved.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,442,414 were in favour, 65,214 were against and 14,662 were withheld.

RESOLUTION 3

That Mr A G Lewis, who retires under the provisions of Article 84, be re-elected to the Board.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,499,936 were in favour, 17,714 were against and 4,640 were withheld.

RESOLUTION 4

That Mrs S J Pirie, who retires by rotation, be re-elected to the Board.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,476,947 were in favour, 38,703 were against and 6,640 were withheld.

RESOLUTION 5

That PricewaterhouseCoopers LLP be reappointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,500,636 were in favour, 12,993 were against and 8,661 were withheld.

RESOLUTION 6

That the authority conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending on the date of the annual general meeting in 2010 or on 23 April 2010, whichever is the earlier, and for such period the section 80 amount shall be £9,713,560.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,456,904 were in favour, 55,001 were against and 10,385 were withheld.

RESOLUTION 7

That the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the period ending on the date of the annual general meeting in 2010 or on 23 April 2010 whichever is the earlier, and for such period the section 89 amount shall be £1,457,034.

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,453,497 were in favour, 59,408 were against and 9,385 were withheld.

RESOLUTION 8

That the Company be and is hereby unconditionally and generally authorised for the purpose of section 166 of the Company's Act 1985 to make market purchases (as defined in section 163 of the Act) of Ordinary Shares of £1 each in the capital of the company provided that:

- (a) the maximum number of shares which may be purchased is 4,371,100;*
- (b) the minimum price which may be paid for each share is 1p;*
- (c) the maximum price which may be paid for a share is an amount equal to 105% (one hundred and five percent) of the average of the middle market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange official list for 5 (five) business days immediately preceding the day on which such share is contracted to be purchased; and*
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company held in 2010 or, if earlier, on 23 July 2010 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.*

The number of proxy votes cast on this Resolution amounted to 50% of the issued ordinary share capital. Of those votes 14,472,551 were in favour, 33,651 were against and 16,088 were withheld.



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