



## IMPORTANT INFORMATION FOR US RESIDENTS

Residents in the United States should be aware that, at an Extraordinary General Meeting ("EGM") held on 12 January 2006, the Shareholders of Cookson Group plc ("Cookson" or the "Company") approved amendments to Cookson's Articles of Association ("Articles") that give Cookson's directors the ability to limit the number of US residents holding Ordinary Shares in Cookson. This was part of a planned process aimed at enabling the Company to terminate its registration with the US Securities and Exchange Commission (the "SEC"). Cookson filed a Form 15 with the SEC on 21 February 2006, to terminate the SEC registration of its ordinary shares. SEC deregistration occurred 90 days after this date.

Under the presently applicable SEC regulations, the number of Cookson's US-resident shareholders must remain below 300 at each fiscal year-end to avoid re-commencement of SEC reporting and other applicable US obligations. Pursuant to the amendments to the Articles, the Board of Cookson is, from time to time, able to require US resident holders of Cookson's Ordinary Shares, whether holding directly or through nominees, to sell their Ordinary Shares in order to be satisfied that the number of US resident Shareholders is less than 300.

As part of the process of terminating Cookson's registration with the SEC, on 19 September 2005 the Company directed the depository, Citibank, N.A., to terminate its ADR (American depository receipt) programme. The ADR programme terminated at the close of trading on 19 October 2005 and the ADRs ceased being quoted on the US Over-the-Counter Bulletin Board around that time.

On 22 December 2006, the SEC published a re-proposed rule that introduces new criteria to make it easier for foreign private issuers such as Cookson to deregister from the SEC. Finalisation of this proposed rule is likely to take several months and it is not possible to be certain what form any new criteria will finally take. It is possible the new criteria will not require Cookson, to continue to maintain the number of each of the US-resident Shareholders and optionholders at below 300 at each fiscal year-end in order to avoid re-commencement of registration obligations. Cookson will keep the position under review and in the meantime continues to comply with all existing regulations to ensure that it remains deregistered from the SEC.

Cookson's Ordinary Shares continue to be listed on the Official List of the UK Listing Authority (the "UKLA") and to be traded on the London Stock Exchange's market for listed securities. The Company also continues to be subject to the listing rules, the prospectus rules and the disclosure rules made by the UKLA and to the Combined Code on Corporate Governance in the UK. Moreover, Cookson continues to maintain its high standard of corporate governance.

Neither this statement nor any information contained on Cookson's website [www.cooksongroup.co.uk](http://www.cooksongroup.co.uk) is intended to constitute or should be construed as a recommendation to, or not to, invest or deal in Cookson's securities, and nothing contained on this website is intended to constitute or should be construed as investment, tax, legal or other advice. We strongly recommend that you seek independent advice before making any decisions with respect to the securities of Cookson.