



4 March 2008

Press release

## **FOSECO ACQUISITION – US ANTI-TRUST CLEARANCE OBTAINED**

Cookson Group plc (“Cookson”), a leading materials science company, announces that it has now obtained the necessary anti-trust clearance from the United States Department of Justice in connection with the proposed acquisition (the “Acquisition”) of Foseco plc (“Foseco”). Earlier today Cookson announced that it had obtained the necessary clearance from the European Commission.

The European Commission clearance is subject to a remedy package that requires the disposal of Foseco’s Carbon Bonded Ceramics business (“CBC”) and of Cookson’s Hi-Tech Filters business (“Hi-Tech”). These disposals will be completed after the Acquisition becomes effective. Disposal of CBC will also satisfy the conditions of the US clearance.

As noted in Cookson’s Circular to its shareholders on 19 December 2007 and Foseco’s Circular to its shareholders on 22 February 2008, the current timetable has shareholder approval for the Acquisition being sought at Foseco’s EGM on 10 March and Cookson’s EGM on 11 March. The Acquisition is expected to become effective on 4 April 2008.

**- Ends -**

### ***For further information please contact***

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### ***Notes:***

#### ***About Cookson Group plc***

*Cookson Group plc is a leading materials science company operating on a worldwide basis in Ceramics, Electronics and Precious Metals markets.*

*The Ceramics division is the world leader in the supply of advanced flow control refractory products and systems to the global steel industry and a leading supplier of specialist ceramic products to the glass and foundry industries. It is also a regional leader in the US, UK and Australia in the supply and installation of monolithic refractory linings.*



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*The Electronics division is a leading supplier of advanced surface treatment and plating chemicals and assembly materials to the automotive, construction and electronics markets.*

*The Precious Metals division is a leading supplier of fabricated precious metals (gold, silver, platinum, etc.) to the jewellery industry in the US, the UK, France and Spain. Products include alloy materials, semi-finished jewellery components and finished jewellery.*

#### **Disclaimer**

This announcement is not intended to and does not constitute or form any part of an offer or invitation to sell or purchase or subscribe for any securities or a solicitation of an offer to buy any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise.

The Acquisition relates to the shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934, as amended. Accordingly, the scheme is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules.

#### **Dealing disclosure requirements**

Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, "interested" (directly or indirectly) in 1 per cent. or more of any class of "relevant securities" of Foseco, all "dealings" in any "relevant securities" of Foseco (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the London Business Day following the date of the relevant transaction. This requirement will continue until the date on which the Acquisition becomes effective, lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Foseco, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the City Code, all "dealings" in "relevant securities" of Foseco by Cookson or Foseco, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London Business Day following the date of the relevant transaction. A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk). "Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the City Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.