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COMPANIES FORM No. 395

043812 / 13

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

Name of company

* Ineos Silicas Limited (the "Company")

Date of creation of the charge

3rd February 2005

Description of the instrument (if any) creating or evidencing the charge (note 2)

Supplemental Debenture (the "Supplemental Debenture") dated 3rd February 2005 between the Company(1) Ineos Holdings Limited(2) and Barclays Bank PLC as security trustee for itself and the Secured Parties (the "Security Agent")(3) to the Debenture (the "Debenture") dated 25 May 2001 between Ineos Holdings Limited and other companies(1) and the Security Agent(2)

Amount secured by the mortgage or charge

All monies or liabilities due, owing or incurred to any Senior Finance Party or Subordinated Finance Party (each a "Secured Party") by Ineos Holdings Limited, any of the companies listed in Schedule 1 to the Debenture, any other company which grants security over its assets in favour of the Security Agent by executing a Security Accession Deed or any other obligor, as defined in the Senior Credit Agreement and the Subordinated Facility Agreement ("Obligor"), under any Finance Document at present or in the future, in any manner whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety, together with all interest accruing thereon and including all liabilities in connection with any notes, bills or other instruments accepted by any Secured Party for or at the request of an Obligor and all losses incurred by any Secured Party in connection therewith except for any money or liability which, if it were so included, would cause the infringement of section 151 of the Companies Act 1985 or is otherwise

Names and addresses of the mortgagees or persons entitled to the charge

Barclays Bank PLC
54 Lombard Street, London

Postcode EC3P 3AH

Presentor's name address and reference (if any):

Hammonds
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

SRM/CXH2/INE.4-9

Time critical reference

For official Use
Mortgage Section

Post room



A03
COMPANIES HOUSE

ATYCN21K

0638
04/02/05

Short particulars of all the property mortgaged or charged

By way of first legal mortgage all that part of the land at Bank Quay, Warrington, Cheshire (title number CH525602) shown hatched and coloured blue on the plan attached to the Supplemental Debenture together with all buildings and erections and fixtures (including trade fixtures) at any time thereon.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Hammonds

Date

3rd February 2005

On behalf of [company] [~~XXXXXXXXXXXX~~]

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

00048745

Name of Company

Ineos Silicas Limited (the "Company")

~~XXXXXX~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

unlawful or prohibited by any applicable law.

In this Form 395:

Please complete
legibly, preferably
in black type, or
bold block lettering

"Finance Documents" means the Senior Finance Documents as defined in the Senior Credit Agreement and the Subordinated Finance Documents as defined in the Subordinated Facility Agreement.

"Group Companies" means Ineos Group Limited and its subsidiaries or subsidiary undertakings (as defined in sections 736 and 258 of the Companies Act 1985 respectively) from time to time.

"Security Accession Deed" means a deed executed by a Group Company substantially in the form set out in Schedule 7 to the Debenture, with those amendments which the Security Agent may approve or reasonably require.

"Senior Credit Agreement" means the credit agreement dated 23 May 2001 (as amended) between, amongst others, Ineos Holdings Limited and Barclays Bank PLC under which certain lenders have made available up to Euro 900,000,000 of facilities to certain Group Companies.

"Senior Finance Party" means the Finance parties as defined in the Senior Credit Agreement.

"Subordinated Facility Agreement" means the subordinated facility agreement dated 23 May 2001 pursuant to which the Subordinated Lenders, as defined in the Subordinated Facility Agreement, have made available a subordinated loan facility of Euro 210,000,000 to Ineos Group Holdings Limited (company number 4215862).

"Subordinated Finance Party" means the Subordinated Finance Parties as defined in the Subordinated Facility Agreement.

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
in black type, or
bold block lettering

Please do not
write in this
binding margin

Please complete
legibly, preferably
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00048745

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 3rd FEBRUARY 2005 AND CREATED BY INEOS SILICAS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE INEOS HOLDINGS LIMITED, ANY COMPANIES LISTED IN SCHEDULE 1 TO THE DEBENTURE, ANY OTHER OBLIGOR TO ANY SENIOR FINANCE PARTY OR SUBORDINATED FINANCE PARTY UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th FEBRUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Daw