

COMPANY NO. 48745

**INEOS SILICAS LIMITED**

**(the Company)**

**SOLE MEMBER'S WRITTEN RESOLUTION**

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** the authorised share capital of the Company be increased from £10,000,000 to £19,005,000 by the creation of 9,005,000 additional ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. **THAT** in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £16,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.



Authorised signatory/Director  
Ineos Silicas Holdings Limited (sole member)

of

Dated: 21 May 2001

