

COMPANY NO. 00048745

**CROSFIELD LIMITED**

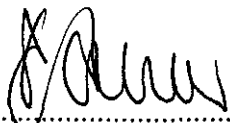
**(the Company)**

**SOLE MEMBER'S WRITTEN RESOLUTION**

In accordance with regulation 53 of Table A as defined and incorporated in the articles of association of the Company, Imperial Chemical Industries plc, the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which a representative of Imperial Chemical Industries plc was present, **RESOLVES** that the following resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held:

**THAT** the Company's articles of association be altered as follows:

- (a) by deleting article 1 and renumbering all subsequent articles accordingly; and
- (b) by deleting paragraph (a) of regulation 70A. contained in article 7 and renumbering regulation 70A accordingly.

  
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(on behalf of Imperial Chemical Industries plc)

Date: 9 JANUARY 2001

