

THE COMPANIES ACT 1985

J R CROMPTON LIMITED

(Company No. 58810)

SPECIAL RESOLUTIONS

AT an Extraordinary General Meeting of the above-named Company held at [21 Wilson Street] ^{EC2M 2TX}
on [21 September] 1995 the following Resolutions were passed as Special Resolutions
of the Company:-

1. "THAT the Memorandum of Association of the Company be amended by:

1.1 deleting the existing sub-clauses 3.14 and 3.15 and substituting the following:

"3.14 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the repayment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid) including (without prejudice to the generality of the foregoing, in so far as the same is not prohibited by law, payments and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined in Section 736 of the Companies Act 1985"

[3.15 Deleted.]



- 1.2 deleting the existing final paragraph of sub clause 3 and inserting the following before existing clause 4:

“AND so that:

(A) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

(B) Each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause”

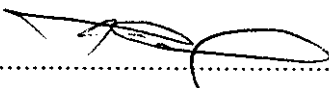
2. “THAT the Articles of Association of the Company be amended by inserting the following Special Article at the end of and in addition to the existing Articles:

Special Article

- A. Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article A shall override any other provision of these Articles),

and subject to compliance with Sections 151-158 of the Companies Act 1985 the Company shall be permitted to give financial assistance in respect of a purchase of its own shares or the shares of any holding company of the Company.

BY ORDER OF THE BOARD


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SECRETARY

Registered Office:

ELTON HOUSE
WELLINGTON STREET
BURY LANCASHIRE BL8 2AS