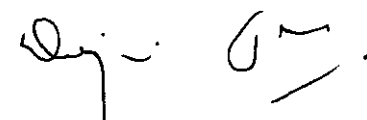


THE COMPANIES ACT 1985
ORDINARY RESOLUTION
OF
IMPERIAL CHEMICAL INDUSTRIES PLC
(Registered Number 218019)
Passed 23 May 2001

At the Annual General Meeting to the above named Company, duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on 23 May 2001, the following Resolution was passed as an Ordinary Resolution:-

"That the Directors be generally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80) up to an aggregate nominal amount of £122,047,325. This authority shall expire at the close of the Annual General Meeting of the Company held in 2002, except that the Company may before then make an offer or agreement which would or might require relevant securities to be allotted after that date and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired."

Dated 24 May 2001



DEBJANI JASH
Company Secretary

