


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

At the Annual General Meeting of 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 a Special Resolution:-

"That the Directors be generally empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94(2) of the Act) for cash, pursuant to the authority conferred by the Resolution numbered 10 in the Notice of Meeting, as if Section 89(1) of the Act did not apply to the allotment. This power:

- (a) expires at the close of the Annual General Meeting of the Company held in 2002, but the Company may before then make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to:
  - (i) the allotment of equity securities of the Company in proportion (as nearly as may be) to existing holdings of Ordinary Shares of £1 each in the capital of the Company, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of a regulatory body or stock exchange; and
  - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount equal to £36,397,634."

Dated 24 May 2001

  
DEBJANI JASH  
Company Secretary

