

Company Number:- 486170

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
DOW CORNING LIMITED**

(Passed 26 May 2004)



We, the undersigned being the holders of the whole of the issued share capital given a right to attend and vote at a General Meeting of the Company hereby pass the following resolutions as a special resolution (in the case of resolution 3) and ordinary resolutions (in the case of resolutions 1 and 2) of the Company and declare that the same shall be as valid and effective as if they had been passed at a General Meeting of the Company duly convened and held:-


RESOLUTIONS

- 1 THAT the authorised share capital of the Company be and is hereby increased by £100,000,000 from £170,250,000 to £270,250,000 by the creation of an additional 100,000,000 Ordinary Shares of £1 each, such shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company below.

- 2 THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £270,250,000 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company, may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

- 3 THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered to allot equity securities up to an aggregate nominal amount of £270,250,000

Signed

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By **Dominique Golsong**
for and on behalf of
Dow Corning Corporation

Dated

26/05/2004.....