

09/08 '00 WED 10:47 [TX/RX NO 6002] 4
Company Number:- 486170

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

DOW CORNING LIMITED

(Passed 5 July 2000)

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 resolutions 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 £165,000,000 from £5,250,000 to £170,250,000 by the creation of an additional 165,000,000 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 (within the meaning of Section 80 of the Companies Act 1985) ("the Act") up to an aggregate nominal amount of £165,000,000 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.

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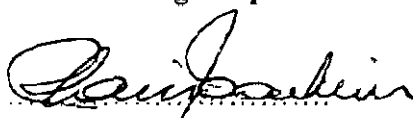
- 3 THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £165,000,000 and shall expire on the date five years after the date of passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the allotment of equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed



By

for and on behalf of
Dow Corning Corporation



A F Joachim

Dated

5 July 2000

5 July 2000