

Company Number: 565289

**THE COMPANIES ACTS 1948 TO 1983**

and

**THE COMPANIES ACT 1985**

Written Resolutions of

**INVISTA (U.K.) HOLDINGS LIMITED**

(Passed on 21 April 2004)

Pursuant to the authority given by Section 381 A of the Companies Act 1985 (as amended) we, the undersigned, being all the members at the date hereof of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following resolutions, which resolutions shall have effect as special resolutions and which shall be valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:-

**WRITTEN RESOLUTIONS**

1. THAT the directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot and issue up to 44,681,860 ordinary shares of £1 each within three months of the date of this resolution (on the expiration of which this authority shall expire).
2. THAT by virtue of Section 95 (1) of the Act, Section 89 (1) of the Act shall not apply to the allotment of shares pursuant to the authority confirmed in resolution 1 above.

*P.F. Henry*

.....  
Duly authorised representative for  
and on behalf of Invista (U.K.) Superior Holdings Limited

Dated: 21 April 2004



*I hereby certify this to be a true copy of the original.*

*Sarah Clements*

SARAH CLEMENTS, COMPANY SECRETARY  
22/04/04