



No. 841421

NORSK HYDRO (UK) LIMITED

At the Annual General Meeting of the above-named Company, duly reconvened and held on 28 January 1994, the following Resolutions were passed:

Elective Resolutions


- (i) pursuant to Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Companies Act 1985, to dispense with the holding of Annual General Meetings; and
- (iii) pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

Until otherwise resolved by the Company, in any year in which the Company may have elected to dispense with the holding of an Annual General Meeting, the Directors shall be authorised to fix the remuneration of the Company's auditors for the accounting reference period concerned.

Special Resolution

The following new clause be included in the Company's Articles of Association:

"The Directors may appoint an employee of the Company to an office with a title which includes the word "director" in circumstances where the employee is not a member of the Board of Directors of the Company nor having the powers of a Director under the Act. Any such employee shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles."


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Chairman of the Meeting

