

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

OXFORD CHEMICALS LIMITED
(company no 02201740)

PASSED 16 NOVEMBER 2004

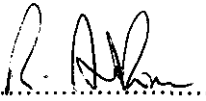


Pursuant to Section 381A Companies Act 1985

The following special resolutions were passed as written resolutions, pursuant to and in accordance with S.381A Companies Act 1985 by the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company:-

1. The terms of, and the transactions contemplated by a credit facility agreement with, amongst others, Yule Catto & Co plc, HSBC Bank plc as Facility Agent and the financial institutions listed in Schedule 1 to the agreement (the "Banks") (the "Credit Agreement") be approved and the Company be authorised to enter into the Credit Agreement and grant a guarantee (the "Guarantee") pursuant to which the Company will guarantee the obligations of each Borrower (as defined in the Credit Agreement) under the Credit Agreement.
2. That it is in the best interests of, and to further benefit and advantage of, the Company to act as an Original Guarantor under the terms of the Credit Agreement under which the Banks agree to provide borrowing facilities to the Borrower for the general corporate purposes of the Borrower and its subsidiaries.
3. That the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Credit Agreement as they shall deem necessary or appropriate.

4. These resolutions have effect notwithstanding any provision of the Company's articles of association.

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16 November 2004

Secretary for and on behalf of S A (300) Limited as its authorised representative

In accordance with Section 381B Companies Act a copy of the above resolutions were supplied to the Company's auditors prior to the date on which they were passed.