

RECORD OF WRITTEN RESOLUTION

No. 2579110

AKZO NOBEL (CPS) PENSION TRUSTEE LIMITED

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolution (the "**resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company
2. The resolution was signed by or on behalf of sole member on 1st October 2008



DIRECTOR



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

AKZO NOBEL (CPS) PENSION TRUSTEE LIMITED

(Effective 1st October 2008)

The following resolution was duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from 1st October 2008

SPECIAL RESOLUTION

3. Pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company are altered by inserting the following as new Articles 28 and 29 under the general heading "CONFLICTS OF INTEREST "

"28 1 A Director of the Company may at any time on or after 1 October 2008

- be a member of any pension scheme of which the Company is a trustee,
- be a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company,
- be a shareholder, share option holder or debenture holder of any such company,
- be a member of, or hold an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group, or
- have a family member who has one of the above interests

28 2 Notwithstanding his or her office or the existence of an actual or potential conflict between any interest as described in Article 28 1 above and the interests of the Company which would fall within the ambit of section 175(1) of the Companies Act 2006, a Director

- (e) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party, and
- (f) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation,

and in connection with any such actual or potential conflict of interests, the Company may require the relevant Director

- (g) to maintain in the strictest confidence any confidential information

relating to the Company which also relates to the relevant situation, and

- (h) not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director

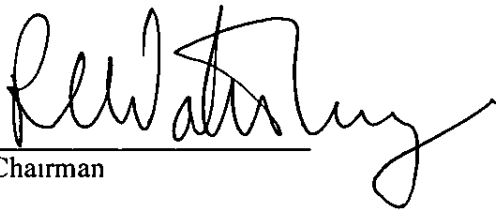
29 1 If a situation not within the scope of Article 28 1 arises or exists on or after 1 October 2008 in which a Director has or could have a direct or indirect interest that conflicts, or may potentially conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest) the Director concerned, or any other Director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other Directors or made orally at a meeting of the board, in each case setting out particulars of the relevant situation. Subject to the Companies Act 2006, the Directors may authorise such situation and the continuing performance by the relevant Director of his or her duties as a Director of the Company on such terms as they may think fit. Those terms may include, without limitation, terms that the relevant Director

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party,
- (b) may be required by the Company to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation,
- (c) may be required by the Company not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director, or
- (d) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation.

29 2 The relevant Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise a conflict situation as mentioned in Article 29 1 nor be entitled to vote on the resolution authorising such situation. When giving such authorisation for a particular Director, any other interested Director (within the meaning of section 175(6)(a) of the Companies Act 2006) may be counted in the quorum and may vote in relation to such resolution.

29 3 The provisions of Articles 29 1 and 29 2 shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Company but the following provisions of this Article 29 3 and Article 29 4 shall so apply. Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he or she complies with the Companies Act 1985 (or, from 1 October 2008, the Companies Act 2006) and (if applicable) Regulations 85 and 86 of Table A.

29.4 Without prejudice to the obligation of each Director to declare an interest in a proposed or existing transaction or arrangement in accordance with the Companies Act 1985 (or, from 1 October 2008, the Companies Act 2006), a Director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he or she has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he or she has a duty. Having so declared any such interest or duty he or she may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he or she votes on such resolution his or her vote shall be counted.


Chairman