

THE COMPANIES ACT 1985 (AS AMENDED)

A public company limited by shares

RESOLUTIONS

of

LAPORTE plc
(Passed 2 June 2000)

At the Annual General Meeting of the Company duly convened and held on 2 June 2000 the following resolutions were passed:

Resolution 11- passed as a Special Resolution

That

- (a) The Board of Directors of the Company be and is hereby empowered in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the said Act) for cash pursuant to the general authority conferred upon it under section 80 of the said Act which is in force at the time of the passing of this Resolution as if section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:
- (i) to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject to such exclusions or other arrangements as the Board of Directors of the Company may deem necessary or expedient in order to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £4,883,358:

and shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board of Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and



- (b) the foregoing power shall supersede the powers conferred by the special resolution passed at the Annual General Meeting of the Company held on 11 June 1999 (which shall be terminated upon the passing of this Resolution but without prejudice to any action taken thereunder prior to such termination).

Resolution 12 – passed as a Special Resolution

That

- (a) the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of its ordinary shares upon and subject to the following conditions:
 - (i) the maximum number of ordinary shares which may be purchased is 19,533,413;
 - (ii) the price at which an ordinary share may be purchased shall not exceed 105% of the average of the middle market quotations for the ordinary shares, as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the share is contracted to be purchased and shall not be less than the nominal value of that share, in both cases exclusive of expenses; and
 - (iii) the authority to purchase conferred by the resolution shall, unless renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 1 December 2001, but so that the Company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiry of this authority.

Resolution 13, passed as an Ordinary Resolution

That

- (i) the authorised share capital of the Company shall be and is hereby increased from £205,000,000 to £280,000,000 by the creation of 7,500,000,000 B Shares of 1.0p each having attached to them the rights and restrictions as set out in the Company's Articles of Association and, in addition to any existing authority of the Board of Directors of the Company, to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985), the Board of Directors of the Company be and is hereby authorised pursuant to section 80 of the Companies Act 1985 to allot B Shares up to an aggregate nominal amount of £101,168,383.37 and the authority hereby conferred shall expire on 10 June 2004, save that the Company shall be entitled before such expiry to make an offer or agreement which would or might require B Shares to be allotted after such expiry and the Board of Directors of the Company shall be entitled to allot B Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

- ii) the Board of Directors of the Company be and is hereby authorised on one or more occasions to capitalise sums from the Company's share premium account and/or its merger reserve (up to a maximum of £101,168,383.37 in aggregate), to appropriate sums on one or more occasions not exceeding the amount capitalised to the holders of ordinary shares on the register of members as at the close of business on a date or on dates determined by the Board of Directors of the Company (each a 'Record Date') and to apply such sums on their respective behalf in paying up in full on one or more occasions up to a maximum of 10,116,838,337 B Shares in aggregate and to allot such B Shares to such holders on such basis for every ordinary share held on the relevant Record Date as the Board of Directors of the Company may on each occasion determine, provided that fractions of B Shares shall not be allotted and each ordinary shareholder's entitlement shall be rounded down to the nearest whole number of B Shares.



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Chairman of the meeting