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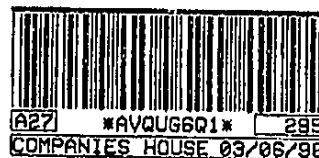
THE COMPANIES ACT 1985 (AS AMENDED)

A public company limited by shares

RESOLUTIONS

of

LAPORTE plc  
(Passed 29<sup>th</sup> May 1998)



At the Annual General Meeting of the Company duly convened and held on 29<sup>th</sup> May 1998 the following resolutions were passed, resolution 5 as an ordinary resolution and resolutions 6, 7 and 8 as special resolutions:

Resolution 5

That

- (a) the Board of directors of the Company be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £32,441,655 such authority to expire on 28 May 2003 except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
- (b) the foregoing authority shall supersede the authorities conferred by the ordinary resolution passed at the annual general meeting of the Company held on 23 May 1997 (which shall be terminated upon the passing of this Resolution but without prejudice to any action taken thereunder prior to such termination).

Resolution 6

That

- (a) the Board of directors of the Company be and it 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 in favour of ordinary shareholders where the equity securities respectively attributable to the

interests of all ordinary shareholders are proportionate (as nearly as may be after giving effect to such exclusions or other arrangements as the Board may deem necessary or expedient in order to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory) to the respective numbers of ordinary shares held by them; and

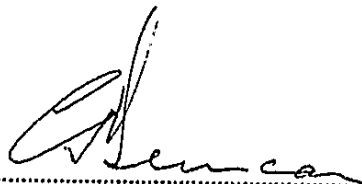
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £4,866,248 and shall expire on 28 August 1999, or, if earlier, at the conclusion of the next annual general meeting of the Company, except that the Company may before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the Board 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 23 May 1997 (which shall be terminated upon the passing of this Resolution but without prejudice to any action taken thereunder prior to such termination).

#### Resolution 7

That

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 of fifty pence each upon and subject to the following conditions:

- (i) the maximum number of ordinary shares which may be purchased is 10% of the issued share capital;
- (ii) the price at which ordinary shares 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 date of purchase and shall not be less than fifty pence per ordinary 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, 28 November 1999 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.



Chairman of the meeting