

CERTIFIED TO BE A TRUE AND ACCURATE  
COPY OF THE ORIGINAL.

DATED THIS 2ND DAY OF AUGUST 1994

*Simpson Curtis*  
.....  
SIMPSON CURTIS  
LEEDS LS1 2NS

COMPANIES ACTS

WRITTEN RESOLUTIONS

OF

CYTEC UK HOLDINGS LIMITED

COMPANY NUMBER: 2834414

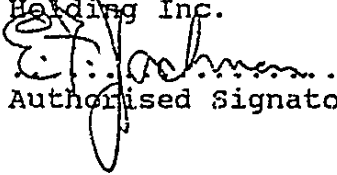
We, the undersigned, being all the members of the above company, for the time being entitled to attend and vote at General Meetings, hereby unanimously pass the following resolution(s) and agree that the said resolution(s) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

- 1 THAT subject to the provisions of the Companies Act 1985 as amended by the Companies Act 1989 the Company shall dispense with the obligation to appoint Auditors annually.
- 2 THAT subject to the provisions of the Companies Act 1985 as amended by the Companies Act 1989 the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
- 3 THAT subject to the provisions of the Companies Act 1985 as amended by the Companies Act 1989 the Company shall dispense with the holding of annual general meetings.
- 4 THAT subject to the provisions of the Companies Act 1985 as amended by the Companies Act 1989 a majority of 90% be sufficient to validly consent to the holding of extraordinary general meetings in place of the 95% majority as otherwise required by ss. 369(4) and 378(3).



- 5 THAT subject to the provisions of the Companies Act 1985 as amended by the Companies Act 1989 the provisions of s.80A Companies Act 1985 shall apply to the Company instead of ss. 80(4) and 80(5) AND THAT pursuant thereto the Directors be authorised to allot for an indefinite period all relevant securities of the Company unissued at the date of the passing of this resolution.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
07 JUN 1994	For and on behalf of Cytec Global Holding Inc.  Authorised Signatory	Cytec Global Holding Inc.	10,000,000