

29-08-97

Company No. 3249009

THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
CIBA SPECIALTY CHEMICALS (UK) LIMITED
DATED: 22 AUGUST 1997

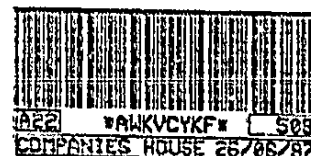
WE, the undersigned, being the sole Member of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company do hereby agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

Special Resolution

THAT:

- (a) the authorised share capital of the Company be increased from £22,889.50 to £100,000,000 by the creation of 1,999,542,210 new Ordinary Shares of 5p each;
- (b) the Directors of the Company be and they are hereby authorised pursuant to section 80 Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value of £99,977,110.50 such authority to expire on 31st July 2002;
- (c) the Company be and it is hereby allowed to make before the authority conferred by this Resolution has expired one or more offers or agreements which would or

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might require relevant securities (as so defined) to be allotted after this authority has expired and the Directors be and they are hereby permitted to allot relevant securities (as so defined) after the authority conferred by this Resolution has expired in pursuance of each and every such offer or agreement made by the Company;

- (d) the authority conferred by this Resolution be and it is in substitution for each (if any) other authority already given pursuant to the said section 80 whether contained in the Articles of Association of the Company or otherwise and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment offer or agreement made pursuant to any such earlier authority before the date upon which this Resolution is passed; and
- (e) upon the recommendation of the directors it is desirable to capitalise the sum of £49,967,778.50 being part of the amount standing to the credit of the Company's share premium account and accordingly that such sum be appropriated to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and be applied on their behalf in paying up in full 999,355,570 unissued Ordinary Shares of 5p each in the capital of the Company to be allotted credited as fully paid to those members in those proportions, that is to say, in the proportion of 2183 Ordinary Shares of 5p each in the capital of the Company for each share of 5p in the capital of the Company held by them respectively immediately prior to the passing of this resolution, and so that the shares to be issued with the authority of this resolution shall rank for all purposes pari passu with the existing issued Ordinary Shares of 5p each in the capital of the Company.

I.E.F. Stewart
for and on behalf of
Ciba Specialty Chemicals International Inc.

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Ciba Specialty Chemicals Inc.