

29-01-97

Company No. 3249009

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
CIBA SPECIALTY CHEMICALS (UK) LIMITED  
DATED: 31 December 1996

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 of the 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 the Articles of Association of the Company be and they are hereby amended by the deletion of the symbol "%" on the second line of Article 3.2(a).

I.E.F. Stewart  
.....  
for and on behalf of  
Ciba-Geigy International AG

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Special Resolution

THAT:

- (A) the authorised share capital of the Company be increased by SFr 135 denominated in Swiss Francs by the creation of 1,000 B Ordinary Shares of 10 Swiss Centimes each ("B Ords") and 350 C Ordinary Shares of 10 Swiss Centimes each ("C Ords") and by £21,889.50 by the creation of 397,750 "A" Deferred Shares of 5p each ("A" Deferred Shares) and 20,000 Deferred Shares of 10p each ("Deferred Shares");
- (B) the Directors be and they are hereby authorised pursuant to section 80 Companies Act 1985 generally and unconconditionally 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 £22,887.50 and SFr 135, such

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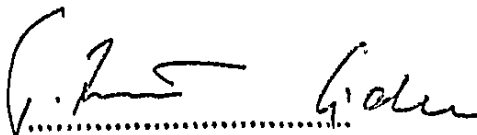
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authority to expire on 31 December 1997 and that the authority conferred by this resolution be and it is in substitution for each (if any) other authority already given pursuant to the said section 80 whether contained in the Articles of Association of the Company or otherwise and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment made pursuant to any such earlier authority before the date of this resolution;

(C) upon the allotment of any of the B Ords and/or C Ords:

- (i) each of the issued and unissued Ordinary Shares of £1 each in the capital of the Company be and converted into and reclassified as 10 Deferred Shares;
- (ii) the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

  
 .....  
 for and on behalf of  
 Ciba-Geigy International AG

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