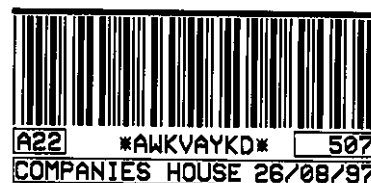


Company No. 3249009



THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
CIBA SPECIALTY CHEMICALS (UK) LIMITED

DATED: 22 AUGUST 1997

**WE**, the undersigned, being:

- (a) those persons specified in schedule 1 as the holders of all the issued Deferred Shares of 10p each in the capital of the Company and therefore all those entitled to receive notice of and to attend and vote at a class meeting of the holders of such shares do hereby agree to and make the resolution numbered 1 set out in schedule 5 which shall have effect as an Extraordinary Resolution of that class; and
- (b) those persons specified in schedule 2 as the holders of all the issued A Deferred Shares of 5p each in the capital of the Company and therefore all those entitled to receive notice of and to attend and vote at a class meeting of the holders of such shares do hereby agree to and make the resolution numbered 2 set out in schedule 5 which shall have effect as an Extraordinary Resolution of that class; and
- (c) those persons specified in schedule 3 as the holders of all the issued B Ordinary Shares of SFr 0.10 each in the capital of the Company and therefore all those entitled to receive notice of and to attend and vote at a class meeting of the holders of such shares do hereby agree to and make the resolution numbered 3 set out in schedule 5 which shall have effect as an Extraordinary Resolution of that class;
- (d) those persons specified in schedule 3 as the holders of all the issued C Ordinary Shares of SFr 0.10 each in the capital of the Company and therefore all those entitled to receive notice of and to attend and vote at a class meeting of the holders of such shares do hereby agree to and make the resolution numbered 4 set out in schedule 5 which shall have effect as an Extraordinary Resolution of that class; and
- (e) all the members of the Company entitled to receive notice of and attend and vote at a general meeting of the Company in respect of the resolution numbered 5 set out in schedule 5 do hereby agree to and make the aforesaid resolution numbered 5 set out in schedule 5 which shall have effect as a Special Resolution;

and all the aforesaid resolutions shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective as if the same had been duly passed:

- (a) in respect of the resolutions numbered 1, 2, 3 and 4 in schedule 5 of this instrument, as if the same had been duly passed at a meeting of the holders of the class of shares specified therein duly convened and held; and
- (b) in respect of the resolution numbered 5 set out in schedule 5 of this instrument at a general meeting of the Company duly convened and held.

**Schedule 1**

Holders of the Deferred Shares of 10p each in the capital of the Company

Ciba Specialty Chemicals International Inc.

**Schedule 2**

Holders of the A Deferred Shares of 5p each in the capital of the Company

Ciba Specialty Chemicals International Inc.

Ciba Specialty Chemicals Inc.

**Schedule 3**

Holders of the B Ordinary Shares of SFr 0.10 each in the Capital of the Company

Ciba Specialty Chemicals International Inc.

**Schedule 4**

Holders of the C Ordinary Shares of SFr 0.10 each in the Capital of the Company

Ciba Specialty Chemicals International Inc.

## **Schedule 5**

### **1 Extraordinary Resolution**

That as the holders of all the issued Deferred Shares of 10p each in the capital of the Company we hereby consent to the passing of the resolution numbered 5 in this schedule 5 and to any variation or abrogation of any of the special rights and privileges attached to the shares of that class as may be effected thereby.

### **2 Extraordinary Resolution**

That as the holders of all the A Deferred shares of 5p each in the capital of the Company we hereby consent to the passing of the resolution numbered 5 in this schedule 5 and to any variation or abrogation of any of the special rights and privileges attached to the shares of that class as may be effected thereby.

### **3 Extraordinary Resolution**

That as the holders of all the issued B Ordinary shares of SFr 0.10 each in the capital of the Company we hereby consent to the passing of the resolution numbered 5 in this schedule 5 and to any variation or abrogation of any of the special rights and privileges attached to the shares of that class as may be effected thereby.

### **4 Extraordinary Resolution**

That as the holders of all the issued C Ordinary shares of SFr 0.10 each in the capital of the Company we hereby consent to the passing of the resolution numbered 5 in this schedule 5 and to any variation or abrogation of any of the special rights and privileges attached to the shares of that class as may be effected thereby.

## 5 Special Resolution

THAT:

- (i) each of the existing Deferred Shares of 10p each in the capital of the Company be divided into and reclassified as two Ordinary Shares of 5p each having the rights and restrictions set out in the Articles of Association of the Company as amended by paragraph (v) of this Resolution;
- (ii) each of the existing A Deferred Shares of 5p each in the capital of the Company be converted into and reclassified as an Ordinary Share of 5p having the rights and restrictions set out in the Articles of Association of the Company as amended by paragraph (v) of this Resolution;
- (iii) each of the existing B Ordinary Shares of SFr 0.10 each in the capital of the Company be converted into and reclassified as a Deferred Share of SFr 0.10 having the rights and restrictions set out in the Articles of Association of the Company as amended by paragraph (v) of this Resolution;
- (iv) each of the existing C Ordinary Shares of SFr 0.10 each in the capital of the Company be converted into and reclassified as a Deferred Share of SFr 0.10 having the rights and restrictions set out in the Articles of Association of the Company as amended by paragraph (v) of this Resolution;
- (v) the Articles of the Company be amended as follows:
  - (a) article 2.1 shall be deleted and replaced by the following new Article 2.1:

"2.1 The authorised share capital of the Company at the date of the adoption of these Articles is £22,889.50 and SFr135 denominated in Swiss francs divided into 457,790 Ordinary Shares of 5p each ("**Ordinary Shares**") and 1,350 Deferred Shares of SFr 0.10 each

**("Deferred Shares").**

- (b) article 3.1 shall be deleted and replaced by the following new Article 3.1:

"3.1 The following rights and restrictions shall be attached to the Ordinary Shares:

- (a) As regards income and capital

The holders of the Ordinary shares shall be entitled to all rights to participate in the income and capital of the Company.

- (b) As regards voting

The holders of Ordinary Shares shall be entitled to receive notice of and to attend (either personally or by proxy) any general meeting of the company and on a show of hands every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, shall have one vote and on a poll every holder of Ordinary Shares shall have one vote for every Ordinary Share of which he is the holder."

- (c) Article 3.2 shall be deleted and replaced by the following new Article 3.2:

"3.2 The following rights and restrictions shall be attached to the Deferred Shares:

(a) As regards income

The holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.

(b) As regards capital

On a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption or purchase by the company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or specie) to the holders of the Ordinary Shares the amount of £100,000,000 in respect of each Ordinary Share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value of any distribution in specie shall be ascertained in sterling, in each Referred in such manner as the directors or the company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the company.

(c) As regards voting

The holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the company or to vote (either personally or by proxy) on any resolution to be

proposed thereat.

(d) Variation

The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or pari passu with or subsequent to such shares.

(e) Repurchase

Notwithstanding any other provision of these Articles, the company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of SFr1."

- (d) Article 3.3 shall be deleted;
- (e) Articles 3.4, 3.5 and 3.6 shall be re-numbered 3.3, 3.4 and 3.5 respectively; and
- (f) the Articles of Association in the form attached hereto are adopted by the Company.



Signed by

I. E. F. Stewart

for and on behalf of

**CIBA SPECIALTY CHEMICALS INTERNATIONAL INC.**

Signed by

I. E. F. Stewart

for and on behalf of

**CIBA SPECIALTY CHEMICALS INC.**