

Company No. 3249009

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

CIBA SPECIALTY CHEMICALS (UK) LIMITED

DATED: 11 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:

- (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 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 £22,887.50 and SFr 135, such

