

**THE COMPANIES ACT 1985 TO 1989****LIMITED COMPANY HAVING A SHARE CAPITAL****ELECTIVE RESOLUTIONS OF ICI SPECIALTY CHEMICALS PENSIONS  
TRUSTEE LIMITED**

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 9 Millbank, London on Monday 29 June 1998 at 2.45 p.m. the following elective resolutions were passed by agreement, in person or by proxy, of all the members entitled to attend and vote at the meeting:

- (i) THAT pursuant to S366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings in 1998 and subsequent years (until this election is revoked).
- (ii) THAT pursuant to S252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.
- (iii) THAT pursuant to S386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.



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N Cooke  
Secretary

