

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARMACELL UK LIMITED

At the annual general meeting of Armacell UK Limited duly convened and held on 24th January 2002, the following resolutions were passed of which resolutions 1, 2 and 3 were passed as elective resolutions and resolution 4 was passed as a special resolution.

ELECTIVE RESOLUTIONS

1. That the Company elects pursuant to section 252 of the Companies Act 1985 (the "Act") to dispense with the laying of accounts and reports before the Company in general meeting.
2. That the Company hereby elects pursuant to section 366A of the Act to dispense with the holding of annual general meetings.
3. That the Company hereby elects pursuant to section 386 of the Act to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

4. That the articles of association of the Company be amended by the insertion of the following after article 15:

"15A. Regulation 102 of Table A shall not apply to the Company and in regulation 103 the word "interim" shall be deleted wherever it occurs."


[Chairman/Director/Secretary]

Presented by: Ashurst Morris Crisp
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