

We hereby certify this to be a true and complete copy of the original

Signed *Vertex Law LLP*

Dated *10/3/05*

Vertex Law LLP

39 Kings Hill Avenue, Kings Hill, West Malling, Kent ME19 4SD



THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of BLAGDEN SPECIALTY CHEMICALS LIMITED (the "Company")

(Company Number 03914333)

The members of the Company noted that a statutory declaration made pursuant to section 155(6)(a) of the Companies Act 1985 (as amended) sworn by the directors of the Company, together with a report of the auditors of the Company, were made available to them for inspection.

We, the undersigned, being all the Members of the above named Company entitled to receive notice of and attend and vote at General Meetings of the Company agree to and make the following resolutions which shall have effect as Special Resolutions 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 RESOLUTIONS

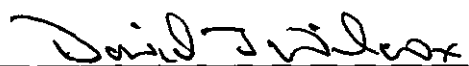
1. That subject to the approval by the directors of the Company of the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below and of the increased borrowing of up to £1,000,000 under the existing facilities with Barclays Bank Plc and GE Heller Limited (the "Increased Borrowing") and the making of the Loan (as defined below), and the giving of the Guarantee (as defined below) which the Company is proposing to enter into and grant in connection with (inter alia) the acquisition by Blagden (Jersey) Limited (the "Purchaser") of the entire issued share capital of the Company (the "Acquisition Agreement") and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby authorised on behalf of the Company to complete and enter into such documents being:-
 - 1.1. the Acquisition Agreement (as defined below) under which the Company and its subsidiary Topaz Management Limited (company number 04427070) ("Topaz") will guarantee to David Wilcox the Deferred Consideration (as defined therein) due under the Acquisition Agreement (the "Guarantee"); and
 - 1.2. a loan agreement between the Company and the Purchaser pursuant to which the Company would agree to make available to the Purchaser a loan of up to a maximum of £1,000,000 (the "Loan") to be used by the Purchaser, inter alia, in funding the acquisition ("the Loan Agreement").

together the "Finance Documents".

2. That, subject to compliance with sections 155 to 158 of the Companies Act 1985 (as amended) (the "Act"), the giving of financial assistance by the Company for the purposes of the Acquisition in the form described in the statutory declaration of the Company made pursuant to section 155(6)(a) of the Act be approved.
3. That the execution of each of the Finance Documents, the giving of the Guarantee and the making of the Loan and the entry into the Increased Borrowing and all necessary related documents by the Company be and is hereby approved and notwithstanding that the execution, delivery and performance of the Finance Documents, the Increased Borrowing, the making of the Loan and the giving of the Guarantee shall constitute financial assistance for the purposes of sections 151 and 152 of the Act relating to the Acquisition, such entry and grant and the giving of financial assistance is in the best interests of the Company.

4. That, subject to compliance with sections 155 to 158 of the Companies Act 1985 (as amended) (the "Act"), the giving of financial assistance by the Company's subsidiary Topaz for the purposes of the Acquisition in the form described in the statutory declaration of the Company made pursuant to section 155(6)(a) of the Act be approved.
5. That the execution of each of the Acquisition Agreement and, the giving of the Guarantee and all necessary related documents by the Company's subsidiary Topaz be and is hereby approved and notwithstanding that the execution, delivery and performance of the Acquisition Agreement and the giving of the Guarantee shall constitute financial assistance for the purposes of sections 151 and 152 of the Act relating to the Acquisition, such entry and grant and the giving of financial assistance is in the best interests of the Company's subsidiary Topaz.

Graham Turton



David Wilcox

Frank Wilkinson

Date: 7 March 2005

A copy of these written resolutions was given to the Company's auditors on the date hereof in accordance with section 381B of the Companies Act 1985.

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(Company Number 03914333)

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SPECIAL RESOLUTIONS

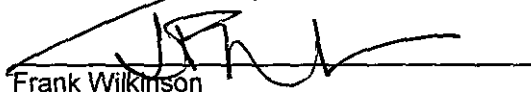
1. That subject to the approval by the directors of the Company of the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below and of the increased borrowing of up to £1,000,000 under the existing facilities with Barclays Bank Plc and GE Heller Limited (the "Increased Borrowing") and the making of the Loan (as defined below), and the giving of the Guarantee (as defined below) which the Company is proposing to enter into and grant in connection with (inter alia) the acquisition by Blagden (Jersey) Limited (the "Purchaser") of the entire issued share capital of the Company (the "Acquisition Agreement") and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby authorised on behalf of the Company to complete and enter into such documents being:-
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2. That, subject to compliance with sections 155 to 158 of the Companies Act 1985 (as amended) (the "Act"), the giving of financial assistance by the Company for the purposes of the Acquisition in the form described in the statutory declaration of the Company made pursuant to section 155(6)(a) of the Act be approved.
3. That the execution of each of the Finance Documents, the giving of the Guarantee and the making of the Loan and the entry into the Increased Borrowing and all necessary related documents by the Company be and is hereby approved and notwithstanding that the execution, delivery and performance of the Finance Documents, the Increased Borrowing, the making of the Loan and the giving of the Guarantee shall constitute financial assistance for the purposes of sections 151 and 152 of the Act relating to the Acquisition, such entry and grant and the giving of financial assistance is in the best interests of the Company.

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5. That the execution of each of the Acquisition Agreement and, the giving of the Guarantee and all necessary related documents by the Company's subsidiary Topaz be and is hereby approved and notwithstanding that the execution, delivery and performance of the Acquisition Agreement and the giving of the Guarantee shall constitute financial assistance for the purposes of sections 151 and 152 of the Act relating to the Acquisition, such entry and grant and the giving of financial assistance is in the best interests of the Company's subsidiary Topaz.



Graham Turton

David Wilcox



Frank Wilkinson

Date: 7/3/05

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