

Certified a true copy
COMPANY No. 04068812

INEOS
INEOS CHLOR LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

1. THAT the authorised share capital of the Company be increased from £100,000 to £100,215 by the creation of 215 additional B Convertible Deferred Shares (as defined in the Company's articles of association) of £1 each ranking equally in all respects with the existing B Convertible Deferred Shares of £1 each in the capital of the Company.
2. THAT in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £215 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

A.C. Lame
.....
for and on behalf of
Ineos Chlor Holdings Limited.

D.K. Gungor
.....
for and on behalf of
ICI Chemicals & Polymers Limited.

Date: *30/7/01*

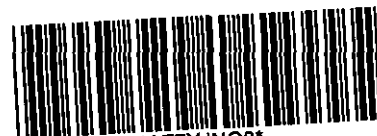
Date: *24 July 2001*

CERTIFIED A TRUE COPY

[Signature]
LIMBENSKA
COMPANY SECRETARY
INEOS CHLOR LTD

6/8/2001

THURSDAY



A53

AZ7YJN08
08/03/2007
COMPANIES HOUSE

535