

INEOS Chlor Limited – 4068812 – Written resolutions

I hereby certify that the following resolutions were passed by the sole member of INEOS Chlor Limited on 2nd March 2009;

THAT any director of the Company who has a conflict of interest which would otherwise breach section 175 of the Companies Act 2006 is authorised to have that conflict of interest in accordance with section 180(4)(a) of the Companies Act 2006, subject to such terms, limits and conditions as the directors of the Company may impose or determine from time to time.

THAT, notwithstanding the provisions of articles 53 and 54 of the Company's articles of association, the company be authorised to enter into the documents set out in Appendix 1 hereto.



.....
P F Nichols
Secretary

WEDNESDAY



A51

AHG7289X

18/03/2009

160

COMPANIES HOUSE

APPENDIX 1

TRANSACTION DOCUMENTS

Documents listed at sections A, B, C and D as defined in the Common Terms Agreement

A. Project Documents	
1.	Shareholders' Agreement
2.	TPSCo Head Lease
3.	Supplemental Deed
4.	ICI Lease
5.	Deed of Easement
6.	Supplemental Lease
7.	Sub-Underlease
8.	Supplemental Sub-Underlease
9.	Deed of Covenant
10.	TPS Enabling Works Contract
11.	TPS APC Residues Disposal Contract
12.	Offtake Contract
13.	TPS Operating Contract
14.	Management Services Agreement (INEOS)
15.	TPS Interface Agreement
16.	Phase II Option Agreement
17.	Ineos Replacement Option Agreement
B. Finance Documents	
1.	Equity and Loan Note Subscription Deed
2.	Intercreditor Agreement
3.	Offtake Contract Direct Agreement
4.	TPS Enabling Works Contract Direct Agreement
5.	TPS Operating Contract Direct Agreement



6.	Procurement Agreement Direct Agreement
7.	APC Residues Disposal Direct Agreement
8.	Certificate of Title
9.	Ineos Option Subscription Deed
C. Gaps Works Documents	
1.	Bilateral Facility Agreement
2.	Procurement Agreement
3.	Escrow Agreement
4.	Ineos Letter of Credit and Counterindemnity under Letter of Credit
D. Equity Bridge Documents	
1.	Equity Bridge Facility Agreement
2.	Ineos Letter of Credit and Counterindemnity under Letter of Credit