## INEOS Chlor Limited – 4068812 – Written resolutions

I hereby certify that the following resolutions were passed by the sole member of INEOS Chlor Limited on 2<sup>nd</sup> 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



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18/03/2009 COMPANIES HOUSE

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## APPENDIX 1

## TRANSACTION DOCUMENTS

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

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 18. Finance Documents 1. Equity and Loan Note Subscription Deed 2. Intercreditor Agreement 3. Offtake Contract Direct Agreement	<del></del> -	A. Project Documents		
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 18. Finance Documents 1. Equity and Loan Note Subscription Deed 2. Intercreditor Agreement 3. Offtake Contract Direct Agreement		Shareholders' Agreement	Ī.	
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 18. Finance Documents 1. Equity and Loan Note Subscription Deed 2. Intercreditor Agreement 3. Offtake Contract Direct Agreement		TPSCo Head Lease	2.	
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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  8. Finance Documents  1. Equity and Loan Note Subscription Deed  2. Intercreditor Agreement  3. Offtake Contract Direct Agreement		Deed of Easement	5.	
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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		Sub-Underlease	7.	
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Intercreditor Agreement     Offtake Contract Direct Agreement		Finance Documents	3. Fina	
3. Offtake Contract Direct Agreement		Equity and Loan Note Subscription Deed	l.	
		Intercreditor Agreement	2.	
A TDC Enghling Works Contract Direct Assessment		Offtake Contract Direct Agreement	3.	
4. TPS Enabling works Contract Direct Agreement		TPS Enabling Works Contract Direct Agreement	4.	
TPS Operating Contract Direct Agreement		TPS Operating Contract Direct Agreement	ō.	



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

