

Company Number: 04215862

**INEOS Group Holdings Plc**  
(the "Company")

I certify that the following resolutions were passed as special resolutions at a general meeting of the above-named Company duly convened and held at Cravath, Swaine & Moore LLP, City Point, One Ropemaker Street, London EC2Y 9HR on 10 February 2011 at 1 00 p m by a majority of the members of the Company eligible to vote at general meetings of the Company

- 1 **THAT** the Company be re-registered as a private limited company pursuant to section 97 of the Companies Act 2006 with the name of "INEOS Group Holdings Limited"
- 2 **THAT** the form of the articles of association produced to the meeting entitled "Articles of Association of INEOS Group Holdings Limited" and marked "A" for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association




Secretary

Date

10/02/2011

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