

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS**

- of -


**NALCO ACQUISITION TWO LIMITED**

**Passed the 2nd day of June 2004**

By a Written Resolution of the above named Company duly passed on the above date, pursuant to section 381A of the Companies Act 1985 the following Resolutions were duly passed as Elective Resolutions of the Company as follows:

**ELECTIVE RESOLUTIONS**

1. **THAT** pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. **THAT** pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. **THAT** pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



Chairman

