

Company No. 6480046

TUESDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
INEOS MANUFACTURING (HULL) LIMITED
(the "Company")

I hereby certify that the following written resolutions were proposed and passed by the sole member of the Company in accordance with Sections 292 to 295 of the Companies Act 2006 on 27 March 2009

ORDINARY RESOLUTIONS

1. The Company's accession to the SFA as a guarantor is hereby ratified and confirmed.
2. That the Company be, and is hereby authorised and instructed to approve the terms of, and enter into, the debenture, to be governed by the laws of England and Wales, between the Company, INEOS Nitriles (UK) Limited (as Charging Companies), and Barclays Bank PLC (as Security Agent) pursuant to which the Company would grant fixed and floating charges in favour of the Security Agent over all of the assets of the Company (the "**Debenture**").
3. That the Company be, and is hereby, authorised and instructed to execute and deliver, file, record and/or despatch any notice, filing, recording, instrument, certificate, stock or note power, agreement or other document to be executed and delivered, filed, recorded and/or despatched by it under or in connection with the Debenture and all such other notices, filings, recordings, instruments, certificates, stock or note powers, agreements or other documents as may be required, necessary or desirable arising out of or in connection with the delivery and execution of and the transactions supplemental or incidental to or contemplated by the Debenture and take any other action, including paying any charges, fees, taxes and expenses and obtaining any governmental approvals, necessary or desirable in connection with the transactions contemplated by the Debenture and the performance of the Company's obligations thereunder.
4. That the articles of association of the Company be amended by:
 - (A) The insertion of the following Article 3.3:

"3.3 Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution (as such term is defined in article 13.2). Regulations 8 to 11 of table A shall be amended accordingly."; and

(B) The insertion of the following Article 13.2:

"13.2 Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security;

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."



Secretary