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THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

**RESOLUTION
OF
CENTURION SPECIALITY CHEMICALS LIMITED**

Passed 31st March 2003



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COMPANIES HOUSE

LTQZUK4A

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15/04/03

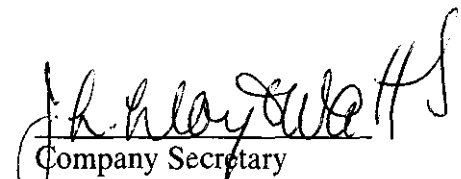
At an Extraordinary General Meeting of the Company, duly convened and held on March 2003 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the terms of the contingent purchase contract (a copy of which is at the Company's registered office) for the granting of a put option by the Company to the shareholder named in the said contract on termination of the shareholder's employment with the Company in respect of a total of 2,000 (two thousand) Ordinary Shares of £1 each in the capital of the Company for the sum of 15% (fifteen percent) of the net asset value of the Company at the date of such termination be and are hereby approved and that the directors be authorised to enter into the said contract on behalf of the Company.

Dated 31st March 2003

By Order of the Board


Company Secretary
J.L. Lloyd-Watts

Registered Office:
38 King Street
Chester
CH1 2AH