

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF THE SOLE MEMBER OF**

**INEOS INTERMEDIATE HOLDINGS (FLUOR & SILICAS) LIMITED**  
Company Number: 04085956

(the "Company")

12 April 2010 (the "Circulation Date")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

That the share capital of the Company be reduced from £8 (divided into 8 ordinary shares of £1 each) to £1 (comprising one ordinary share of £1) by cancelling and extinguishing 7 ordinary shares of £1 each

By order of the board



12 APRIL 2010

Director

Date

NOTE A copy of this resolution was sent to the Company's auditors, PricewaterhouseCoopers LLP, on 12 April 2010 pursuant to s 502(1) of the Companies Act 2006

I hereby certify that the foregoing written resolution was passed as a special resolution by the sole member of the Company on 12 April 2010



Martin H Stokes  
Secretary

23 April 2010

MONDAY



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26/04/2010  
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

- 1 The circulation date of the written resolution is 12 April 2010 (the "**Circulation Date**")
- 2 INEOS Intermediate Holdings (Fluor & Silicas) Limited is a single member company  
The procedure for signifying agreement by the sole eligible member to the proposed written resolution is as follows
  - (A) The sole member signifies its agreement to the proposed written resolutions when the company receives from the member (or someone acting on its behalf) an authenticated document
    - (i) stating its name and confirming that it has authority to act for and on behalf of the company as a member of the company,
    - (i) identifying the resolutions to which it relates, and
    - (iii) indicating its agreement to the resolutions
  - (B) The document must be sent to the company in hard copy form or in electronic form. If the document is sent in electronic form, it must be emailed to martin.stokes@ineos.com
  - (C) The sole member's agreement to the written resolutions, once signified, may not be revoked
  - (D) The written resolutions are passed when the sole member has signified its agreement to them
- 3 The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date

**AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS**

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

Signed for and on behalf of **INEOS Investment Holdings (Fluor & Silicas) Limited** acting by

(Print name) **GRAHAM LEASK**

Director

(Date) **12 APRIL 2010**

(Signature)

