

COMPANY NO. 4215862

INEOS GROUP HOLDINGS LIMITED

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

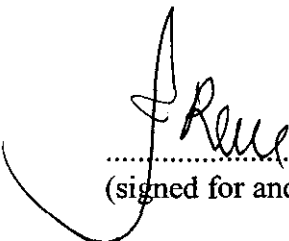
In accordance with regulation 53 of Table A as defined and incorporated in the articles of association of the Company, Ineos Intermediate Holdings Limited, the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which a representative of Ineos Intermediate Holdings Limited was present, **RESOLVES** that the following resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held:

THAT the Company's articles of association be altered as follows:

- (a) by deleting article 11 and renumbering all subsequent articles and by altering all cross-references accordingly; and
- (b) by inserting a new article 2(b) as follows:

“regulations 8 to 11 inclusive;”

and renumbering all subsequent paragraphs and cross-references accordingly.


.....
(signed for and on behalf of Ineos Intermediate Holdings Limited)

Date: 18 May 2001

