

Slaughter and May
(RCS/HRMC)

Company Number 6831798

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

INEOS 2009A LIMITED (the "Company")

TUESDAY



L99H57UQ
LD4 03/03/2009 185
COMPANIES HOUSE

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

SPECIAL RESOLUTION

THAT the objects clause set out in clause 3 of the Company's memorandum of association be altered by inserting the following new sub-clause as sub-clause 3.6 and re-numbering the present sub-clauses 3.6 to 3.21 as sub-clauses 3.7 to 3.22:

"To make, purchase or invest in loans, securities or other financial assets."

By order of the board:

Director/Secretary

27 Feb 2009

Date

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

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 27 February 2009 (the "**Circulation Date**").

3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
- (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

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 is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.



.....
Trusec Limited

Dated: 27 February 2009