

THE COMPANIES ACT 1985
RESOLUTIONS OF
IMPERIAL CHEMICAL INDUSTRIES PLC

(Registered Number 218019)

Passed: 26 May 2004

At the Annual General Meeting of the above named Company, duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1 on 26 May 2004, the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

11. EXECUTIVE SHARE OPTION PLAN

“THAT:

- (a) the Rules of the ICI Executive Share Option Plan 2004 (“the Plan”) referred to in the Chairman’s Letter dated 9 March 2004 and produced in draft to this Meeting and for the purposes of identification initialled by the Chairman be approved, and the Directors be authorised to make such modifications to the Plan as they may consider necessary to obtain the approval of the Board of the Inland Revenue or to take account of the requirements of the UK Listing Authority and best practice and to adopt the Plan as so modified and to do all acts and things necessary to operate the Plan; and
- (b) the Directors be authorised to establish such further plans for the benefit of non-UK employees, based on the Plan, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any Ordinary Shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the Plan.”

12. AUTHORITY TO ALLOT SHARES

“THAT the Directors be generally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80) up to an aggregate nominal amount of £208,799,624. This authority shall expire at the close of the Annual General Meeting of the Company to be held in 2005, except that the Company may before then make an offer or agreement which would or might require relevant securities to be allotted



after that date and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.”

SPECIAL RESOLUTIONS

13. DISAPPLICATION OF PRE-EMPTION RIGHTS

“THAT the Directors be generally empowered pursuant to Section 95 of the Companies Act 1985 (“the Act”) to allot equity securities (with the meaning of Section 94(2) of the Act) for cash, pursuant to the authority conferred by the Resolution numbered 12 in the Notice of the Meeting, as if Section 89(1) of the Act did not apply to the allotment. This power:

- (a) expires at the close of the Annual General Meeting of the Company to be held in 2005, but the Company may before then make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to:
 - (i) the allotment of equity securities of the Company in proportion (as nearly as may be) to existing holdings of Ordinary Shares of £1 each in the capital of the Company, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of a regulatory body or stock exchange; and
 - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount equal to £59,560,019.”

14. PURCHASE OF OWN SHARES BY THE COMPANY

“THAT the Company be unconditionally and generally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary Shares of £1 each in the capital of the Company provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is 119,120,038;
- (b) the minimum price which may be paid for any such share is £1;
- (c) the maximum price which may be paid for any such share is an amount equal to 105 per cent of the average of the middle market values for the Ordinary Shares in the capital of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased.

- (d) the authority shall expire at the close of the Annual General Meeting of the Company to be held in 2005; and
- (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority."

DATED 28 MAY 2004

A handwritten signature in black ink, appearing to read 'Michael Herlihy', with a stylized, cursive script.

MICHAEL HERLIHY
Company Secretary