

THE COMPANIES ACT 1985
ORDINARY RESOLUTIONS
OF
IMPERIAL CHEMICAL INDUSTRIES PLC
(Registered Number 218019)
Passed 25 February 2002

At the Extraordinary General Meeting of the above named Company, duly convened and held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on 25 February 2002, the following Resolutions were passed as Ordinary Resolutions:-

"1. THAT the authorised share capital of the Company be and is hereby increased from £850,000,000 to £1,400,000,000 by the creation of an additional 550,000,000 ordinary shares of £1 each; and

2. THAT, subject to the passing of the Resolution numbered 1 in the Notice of the Meeting and in addition to all existing authorities, the Directors be and are hereby specifically authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to a maximum nominal amount of £463,277,500 in connection with a rights issue on the terms and subject to the conditions described in the circular to shareholders dated 4 February 2002, a copy of which has been produced to the Meeting and initialled by the Chairman for the purposes of identification provided that this authority (unless previously revoked or varied by the Company in general meeting) shall expire at the close of the Annual General Meeting of the Company to be held in 2002, save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date as if such authority had not expired."

Dated 25 February 2002



DEBJANI JASH

Company Secretary

