

**THE COMPANIES ACT 1985**  
**SPECIAL RESOLUTION**  
**OF**  
**IMPERIAL CHEMICAL INDUSTRIES PLC**  
**(Registered Number 218019)**  
**Passed 23 May 2001**

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 23 May 2001, the following Resolution was passed as a Special Resolution:-

"That the Company be unconditionally and generally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Acts 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 72,795,268;
- (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 held in 2002; 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 24 May 2001



DEBJANI JASH  
Company Secretary



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