

COMPANY NO 218019
THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 23 April 1998



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 April 1998, 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 Act 1985) of Ordinary Shares of £1 each in the Company provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be acquired is 72,657,782;
- b) the minimum price which may be paid for each such share is £1;
- c) the maximum price which may be paid for each such share is an amount equal to 105 per cent of the average of the middle market values for the Ordinary Shares 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 1999 or 31 July 1999 whichever is the earlier, and;

- e) a contract to purchase shares under this authority may be made prior to the expiry of such authority, and concluded in whole or in part after the expiry of such authority."

Dated this 23rd day of April 1998

A handwritten signature in black ink, appearing to be 'K J Rushton', written in a cursive style.

K J RUSHTON

Secretary