

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 Directors be generally authorised and empowered during the period expiring at the close of the Annual General Meeting of the Company held in 1999 or 31 July 1999, whichever is the earlier, to exercise all powers of the Company to allot equity securities (as defined in Section 94 of the Companies Act 1985) as if Section 89 of the Act did not apply but subject to the Directors having the right:

- a) to sell securities for the benefit of those Ordinary shareholders who are citizens of or resident in any overseas territory where, in the opinion of the Directors, it would at the time of the offer be illegal or unduly costly or impracticable for the Company to make, or for those Ordinary shareholders to accept, an offer of equity securities to which they would otherwise be entitled; and
- b) to aggregate and sell for the benefit of the Company all fractions of a share which may arise in apportioning the equity securities among the Ordinary shareholders.



Other allotments of equity securities for cash shall be limited in total to five per cent of the issued Ordinary share capital of the Company at the date hereof, and for this purpose an issue of securities convertible into Ordinary Shares shall be deemed to be an allotment of the number of shares which would be required to satisfy the conversion rights attached to those securities in full at the initial conversion price provided for in the terms and conditions of the issue."

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