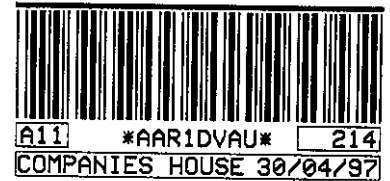


**COMPANY NO 218019**  
**THE COMPANIES ACT 1985**  
**SPECIAL RESOLUTION**  
**OF**  
**IMPERIAL CHEMICAL INDUSTRIES PLC**



**Passed 24 April 1997**

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 24 April 1997, the following Resolution was passed as Special Resolution:-

"That the Directors of the Company be and are hereby generally authorised and empowered 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 upon and subject to the following conditions:

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is ten per cent of the Company's share capital then in issue;
- (b) the minimum price, exclusive of any expenses and advance corporation tax payable by the Company, which may be paid for such shares is £1 per share, being the nominal value thereof;
- (c) the maximum price, exclusive of any expenses and advance corporation tax payable by the Company, which may be paid for such share is, in respect of a share contracted to be purchased on any day, an amount equal to 105 per cent of the average of the upper and lower prices shown in the quotations for the Ordinary Shares of the

Company in 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 hereby conferred shall expire at the close of the next Annual General Meeting of the Company to be held after the date hereof; and
- (e) a contract to purchase shares under the authority hereby conferred may be made prior to the expiry of such authority, and a purchase of shares may be made in pursuance of any such contract, even though it may be executed wholly or partly after the expiry of such authority."

Dated this 24th day of April 1997

A handwritten signature in black ink, appearing to be 'K J Rushton', with a large loop at the start and a trailing flourish.

K J RUSHTON  
SECRETARY