

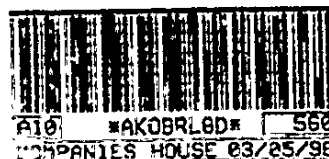
COMPANY NO 218019
THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 26 April 1996

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 26 April 1996, 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 ten 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 26th day of April 1996



K J RUSHTON
SECRETARY

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THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
IMPERIAL CHEMICAL INDUSTRIES PLC

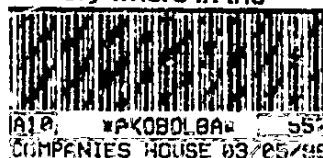
Passed 26 April 1996

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 26 April 1996, the following Resolution was passed as Special Resolution:-

"That the Directors of the Company be and are hereby generally authorised and empowered for the purposes of Section 80 and pursuant to Section 95 of the Companies Act 1985 during the period expiring on 31 July 1997 both to exercise all powers of the Company to allot relevant securities (as defined in the said Section 80) and to make an offer or agreement which would or might require relevant securities to be allotted after that date, provided that:

- (a) the nominal value of the relevant securities allotted shall not exceed £125,030,940 representing 17.2 per cent of the total share capital of the Company in issue
- (b) allotments of equity securities (as defined in Section 94 of the aforesaid Act) in connection with a rights issue to Ordinary shareholders shall be made in the manner set out in sub-section (1) of Section 89 of the aforesaid Act but subject to the Directors having the right:
 - (i) to sell, for the benefit of those Ordinary shareholders who are citizens of or resident in any overseas territory where in the

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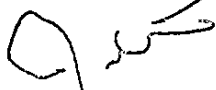
opinion of the Directors it would at the time of the offer be illegal or unduly costly or impracticable for the Company to make or for those Ordinary shareholders to accept an offer of equity securities to which they would otherwise be entitled; and

- (ii) 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; and
- (c) allotments of equity securities for cash (otherwise than pursuant to sub-paragraph (b) above) shall be limited in total to five per cent of the issued Ordinary share capital of the Company consisting of 36,248,453 Ordinary Shares of £1 each, 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.

And that any allotment under the authority hereby conferred shall be as if sub-section (1) of the said Section 89 did not apply thereto.

And that the foregoing shall be in substitution for the authority conferred on the Directors of the Company in that regard at the Annual General Meeting of the Company held on 27 April 1995."

Dated this 26th day of April 1996



K J RUSHTON
SECRETARY