

COMPANY NO 218019
THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
IMPERIAL CHEMICAL INDUSTRIES PLC
Passed 27 April 1995

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 27 April 1995, 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 1996 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 £126,075,629 representing 17.4 per cent of the total share capital of the Company.
- (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:

C:\DATA\AMPROK\JRGEM2804(2).SAM



- (i) to sell, 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
 - (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 36,196,218 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 29 April 1994."

Dated this 27th day of April 1995

V O WHITE
SECRETARY

