

COMPANY NO 218019

THE COMPANIES ACT 1985

ORDINARY RESOLUTION

of

IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 29 April 1994

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 29 April 1994 the following Resolution was passed as Ordinary Resolution:-

"That the 1994 Savings-Related Share Option Scheme, a summary of whose principal terms is included in the Chairman's letter dated 21 March 1994 accompanied the Notice convening the Annual General Meeting, be and is hereby adopted with effect on and from the expiry on 20 May 1994 of the existing 1984 Savings-Related Share Option Scheme."

Dated this 12th day of May 1994



K J RUSHTON  
ASSISTANT SECRETARY



COMPANY NO 218019

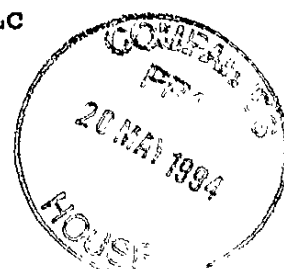
THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 29 April 1994



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 29 April 1994, the following Resolution was passed as Special Resolution:-

"That Article 103 of the Company's Articles of Association be amended to delete the words

'provided always that the quorum at any meeting or adjourned meeting shall include a majority of Directors;'

and that the following shall be inserted as Article 125 in substitution for the existing Article 125 which shall be deleted:

'125 Any dividend or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the

registered address of that one of the joint holders who is first named on the on the Register of Members or otherwise as the holder or joint holders may in writing direct; and the Company shall not be responsible for the loss of any such cheque or warrant. Every such cheque or warrant shall be made payable to the person to whom it is sent or the order of such person, and the payment of the cheque or warrant shall be a good discharge to the Company. Any such cheque or warrant may be crossed "account payee only" although the Company shall not be obliged to do so. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders."

Dated this 12th day of May 1994



K J RUSHTON  
ASSISTANT SECRETARY

COMPANY NO 218019

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SPECIAL RESOLUTION

of

IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 29 April 1994

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 29 April 1994 the following Resolution was passed as Special Resolution:-

"That the Directors of the Company be and are hereby generally authorized 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 authorized 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 12th day of May 1994



K J RUSHTON  
ASSISTANT SECRETARY

COMPANY NO 218019

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

IMPERIAL CHEMICAL INDUSTRIES PLC

Passed 29 April 1994



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 29 April 1994, the following Resolution was passed as Special Resolution:-

"That the Directors of the Company be and are hereby generally authorized 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 1995 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 under this authority shall not exceed £127,636,093 consisting of 127,636,093 Ordinary Shares of £1 each, representing 17.7 per cent of



the total share capital of the Company in issue at 7 March 1994, the last practicable date before the printing of this Notice.

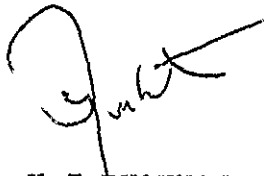
- (b) allotments of equity securities (as defined in Section 94 of the aforesaid Act) in connection with a rights issue to Ordinary shareholders shall be made in the manner set out in sub-section (1) of Section 89 of the aforesaid Act but subject to the Directors having the right:
  - (i) to sell, for the benefit of those Ordinary shareholders who are citizens of or resident in any overseas territory where in the 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 nominal value of the Ordinary share capital of the Company in issue at 7 March 1994, consisting of 36,118,195 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 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 25 June 1993."

Dated this 12th day of May 1994

A handwritten signature in black ink, appearing to read 'K J Rushton', is written over the typed name.

K J RUSHTON  
ASSISTANT SECRETARY