

Company No. 646784

THE COMPANIES ACT 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

of

**ACORDIS FINE CHEMICALS LIMITED**

WE, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with Section 381A of the Companies Act 1985 (the "Act"), to pass the following as written resolutions:

1. THAT a stock transfer instrument providing for the transfer by Acordis International Holding BV to the Company of 29,000,000 Ordinary Shares of £1 each for the aggregate sum of £29,229,000 (of which £28,142,000 shall be the permissible capital payment) shall be approved and signed, but not dated; and
2. THAT the directors be authorised and requested to complete the execution of the stock transfer instrument and make the payment of £28,142,000 for such ordinary shares out of capital (subject to the Companies Act 1985, section 173) not earlier than 5 nor more than 7 weeks after the passing of this resolution.
3. THAT resolutions 1 and 2 above replace the resolutions in the same terms passed on 26 March 2001, which are hereby cancelled.

SIGNED for and on behalf of  
Acordis International Holding BV

Dated: 1 May 2001

