

Company No. 04110462

WRITTEN RESOLUTION

of

Ineos Fluor International Limited

(the "Company")



In accordance with section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

THAT:

1. the Company amend its Articles of Association by inserting a new Article 14 and 14.1:

**"TRANSFER OF SHARES**

Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (i) in favour of any bank, institution or person (or any nominee or nominees of such a bank, institution or person) to whom such shares are being transferred by way of security; or (ii) executed by any bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares have been transferred pursuant to a power of sale under such security. Regulation 24 shall be disapplied accordingly;"

2. the Company amend its Articles of Association by deleting Article 3.1 in its entirety and inserting a new Article 3.1:

"Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof. Regulations 8 to 11 shall be amended accordingly"; and

3. the Company amend its Articles of Association so that Article 2.2 is deleted.

*David Price*

Dated <sup>13<sup>th</sup></sup>.....December 2005

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For and on behalf of  
**Ineos Fluor Holdings Limited**