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COMPANIES ACT 1985

TIOXIDE GROUP LIMITED

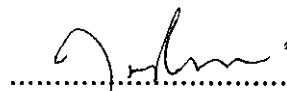
PRIVATE COMPANY LIMITED BY
SHARES

COMPANY No. 249759

By a written resolution dated 28/6/1999 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the Company apply to be re-registered as an unlimited company in accordance with s49 of the Companies Act 1985 (the *Act*).
2. **THAT** the Company's articles of association be amended by replacing it in its entirety by the articles of association annexed to this members written resolution and the objects clause in the Company's memorandum of association be amended by replacing the objects clause with the form annexed to this members' written resolution.


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Director

