

COMPANY No. 249759

TIOXIDE GROUP

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

ORDINARY RESOLUTIONS

1. THAT, the authorised share capital of the Company be increased from £310,000,000 to £373,000,000 by the creation of 63,000,000 additional fixed rate preference shares of £1 each ranking equally in all respects with the existing fixed rate preference shares of £1 each in the capital of the Company.

2. THAT (in replacement of any existing authority) the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal value of £92,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority had not expired.



Duly authorised to sign
for and on behalf of
ICI (Nominee Holdings) Limited



Duly authorised to sign
for and on behalf of
GI Services Limited

Date: 29 June 1999

Date: 29 June 1999

Note

A copy of this resolution was sent to the Company's auditors, KPMG Audit plc on 28 June 1999 pursuant to s381B Companies Act 1985.

