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the original document as seen by me

Company Number: 48745


Martin H Stokes F.C.A.
Company Secretary.
Date: 5/8/2009

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

INEOS SILICAS LIMITED (the "Company")

PROPOSED BY THE SOLE MEMBER OF THE COMPANY IN ACCORDANCE WITH
SECTION 292 OF THE COMPANIES ACT 2006

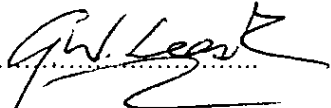
SPECIAL RESOLUTION

1. It is HEREBY RESOLVED THAT the authorised share capital of the Company be increased by the creation of one million ordinary shares of one pound each so that the authorised share capital of the Company shall comprise £20,005,000 divided into 20,005,000 ordinary shares of one pound each.

ORDINARY RESOLUTIONS

2. It is HEREBY RESOLVED THAT the board of directors of the Company be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1,000,000, which authority shall expire on the fifth anniversary of this resolution (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the board of directors may allot relevant securities in pursuance of such an offer or agreement as if the authority had not expired.
3. It is HEREBY RESOLVED THAT the Company's memorandum of association be altered to reflect that its share capital shall henceforth comprise £20,005,000 divided into 20,005,000 ordinary shares of one pound each.

Signed on behalf of INEOS Silicas Holdings Limited as the sole member of the Company by:


Date: 30. July 2009

THURSDAY



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06/08/2009

COMPANIES HOUSE

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**INFORMATION REQUIRED TO COMPLY
WITH SECTION 293(4) OF THE COMPANIES ACT 2006**

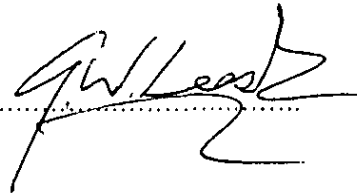
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolution.
2. The circulation date of the written resolution is ³⁰..... July 2009 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTION

INEOS Silicas Holdings Limited, being the sole eligible member of the Company:

1. confirms that it has received a copy of the above written resolution in accordance with section 292 of the Companies Act 2006; and
2. hereby resolves and agrees that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect in the case of the first resolution, as a special resolution, and in the case of the second and third resolutions, as ordinary resolutions.

Signed on behalf of INEOS Silicas Holdings Limited by



Date: 30 July 2009