

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

J R CROMPTON LIMITED

(the "Company")

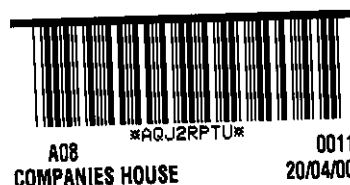
We the undersigned, being the sole member for the time being of the Company entitled to receive notice of and attend and vote at general meetings of the Company **hereby pass** the following resolutions as special resolutions in writing pursuant to section 381A of the Companies Act 1985 and agree that the said resolutions shall, pursuant to section 381A of the Companies Act 1985, for all purposes have effect as if the same had been passed at a general meeting of the Company duly convened and held:

1. **That** the provisions of the Memorandum of Association of the Company with respect to its objects be and they are hereby altered by inserting the following new sub-clause (30) after the existing sub-clause (29):

"Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985."

2. **That** the execution by the Company of the following:

- 2.1 a facility agreement (the "**Facility Agreement**") dated the same date herewith made between (1) Broomco (2104) Limited ("**Broomco**"), (2) the Company and others, (3) HSBC Investment Bank Plc as arranger, (4) HSBC Investment Bank Plc as agent



(the "**Agent**"), (5) HSBC Investment Bank plc and HSBC Bank plc as original lenders (the "**Banks**") and (6) HSBC Investment Bank plc as security trustee (the "**Security Trustee**"), pursuant to which the Company will give certain representations, warranties, covenants and indemnities to the Banks to enable the Banks to make the facilities available under the Facility Agreement and the Company would be entitled to borrow under the revolving cash advance facility provided thereunder;

2.2 an overdraft facility letter dated the same date herewith, addressed by HSBC Bank plc (the "**Overdraft Bank**") to, inter alia, the Company pursuant to which the Overdraft Bank will make an overdraft facility available to, inter alia, the Company (the "**Overdraft Facility Letter**");

2.3 an intra-group loan agreement (the "**Intra-Group Loan Agreement**") dated the same date herewith made between (1) Broomco and (2) the Company the Company's holding company, Crompton Specialist Paperworks Limited ("**CSPL**") and CSPL's subsidiary (together the "**Crompton Group**") pursuant to which the Crompton Group and its subsidiaries will agree to make loan facilities available to Broomco in order to enable Broomco to meet its repayment obligations incurred pursuant to the Facility Agreement and the Subordinated Loan Documents and a mezzanine facility agreement (the "**Mezzanine Facility Agreement**") dated the same date herewith made between (1) Broomco and (2) HSBC Investment Bank plc as Agent and Arranger, Original Bank and Security Trustee ("**HSBC**");

"**Subordinated Loan Documents**" means the loan note guarantee to guarantee the following loan stock to be issued by Broomco to 3i Group plc, HSBC Private Equity Investments (UK) Limited, Peter Ashby and others:

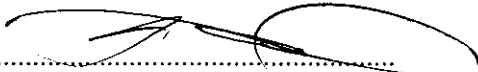
- (1) the loan stock to be issued pursuant to a £29,733,000 2008 loan notes Series A subordinated loan stock instrument;
- (2) the loan stock to be issued pursuant to a £ 1,034,000 loan notes 2008 Series B subordinated loan stock instrument;
- (3) the loan stock to be issued pursuant to a £425,000 loan notes 2008 Series C subordinated loan stock instrument.

- 2.4 a composite guarantee and debenture (the "**Composite Guarantee and Debenture**") dated the same date herewith, entered into by, inter alia, the Company in favour of the Security Trustee on behalf of the Beneficiaries (as defined therein) pursuant to which the Company will, inter alia, guarantee the payment and discharge of all monies and liabilities now or in the future due, owing or incurred pursuant to the Finance Documents (as defined therein) and will charge to the Security Trustee all of its undertaking, property and assets whatsoever and wheresoever, present and future as security for that guarantee; and
- 2.5 an inter-creditor deed (the "**Inter-Creditor Deed**") dated the same date herewith, entered into between (1) Broomco, the Company and others, (2) the Agent and Arranger, (3) HSBC (in various capacities) (4) the Security Trustee, (5) the Banks, the Overdraft Bank and the Hedging Counterparty, (6) the Mezzanine Agent and the Mezzanine Creditors, (7) the Investors pursuant to which the Company will acknowledge the inter-creditor arrangements agreed to between the Senior Creditors, the Mezzanine Creditors, and the Investors (as each is defined in the Intercreditor Deed) and undertake not to make any payments or grant security or other benefits in contravention of such arrangements;
- 2.6 a loan note guarantee (the "**Loan Note Guarantee**") dated the same date herewith under which the Company and its subsidiary JR Crompton Limited will guarantee the following loan stock to be issued by Broomco to 3i Group plc, HSBC Private Equity Investments (UK) Limited, Peter Ashby and others:
- (1) the loan stock to be issued pursuant to a £29,733,000 2008 loan notes Series A subordinated loan stock instrument;
 - (2) the loan stock to be issued pursuant to a £ 1,034,000 loan notes 2008 Series B subordinated loan stock instrument;
 - (3) the loan stock to be issued pursuant to a £425,000 loan notes 2008 Series C subordinated loan stock instrument.

be and is hereby approved

3. **That** notwithstanding that the entry into and granting of the Facility Agreement, the Overdraft Letter, the Intra-Group Loan Agreement, the Composite Guarantee and Debenture

and the Inter-Creditor Deed and the Loan Note Guarantee would constitute financial assistance within the meaning of sections 151-158 of the Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company and **that** the giving of such financial assistance be and is hereby approved.



Crompton Specialist Papermakers Limited

Dated this 18th day of April 2000 at 5.20 pm.