

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

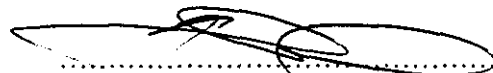
JR CROMPTON LIMITED

In accordance with section 381A Companies Act 1985, we being all the members of the Company who, at the date of this written resolution are entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolution be passed as a special resolution of the Company:

1. **THAT** the Company's bearer shares be reconstituted as registered shares and the 200,869,590 issued Ordinary Shares of US\$0.0001 each in the capital of the Company be and are hereby re-designated as Deferred Shares of US\$0.0001 each and that 201,500,000 authorised issued and unissued Deferred Shares of 10p each in the capital of the Company be and are hereby re-designated as Ordinary Shares, such shares to have the rights and obligations set out in the new articles of association to be adopted pursuant to the resolution set out below.
2. **THAT** the existing articles of association of the Company be and hereby are replaced by the new articles of association in the form attached to this resolution.

This written resolution shall take effect as special resolution of the Company.

Signature:



For and on behalf of
Crompton Specialist Papermakers Limited

Dated:

14 April 2000

