

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

JR CROMPTON LIMITED
(the "Company")



In accordance with section 381A of the Companies Act 1985 (the "Act"), Crompton Specialist Papermakers Limited, being the sole member of the Company who, at the date of these written resolutions is entitled to attend and vote at general meetings of the Company, hereby approves the resolutions set out below as if they had been passed at a general meeting of the Company duly convened and held:

Special Resolutions

THAT the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by the Company of the certain of the assets of Meadwestvaco UK Limited (the "**Acquisition**") (the Company, Crompton Specialist Papermakers Limited, Westvan (2001) Limited and JR Crompton (USA) Limited, together the "**Group Companies**", and each individually a "**Group Company**") be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:

1. an amendment and restatement agreement, amending and restating a senior facility agreement originally dated 18 April 2000 (as amended and restated from time to time, including, but not limited to, 6 September 2002), to be made between the Westvan (2001) Limited ("**Westvan**") (1), Westvan and others (including the Company) as Borrowers (2), HSBC Bank plc ("**HSBC**") as Arranger (3), HSBC as Agent (the "**Senior Agent**") (4), HSBC as Security Trustee (5) and the Original Lenders named therein (6);
2. two ancillary facilities letters to be made between, inter alia, the Company (1) and HSBC (2) pursuant to which HSBC was prepared, for the periods referred to therein, to make ancillary facilities available to the Group for the purposes recorded therein;
3. an amendment and restatement agreement, amending and restating an intercreditor deed originally dated 18 April 2000 (as amended and restated from time to time, including, but not limited to, 6 September 2002), to be made between Westvan (1), Westvan and others (including the Company) as Borrowers (2), HSBC as Arranger (3), HSBC as Agent (4), HSBC as Security Trustee (5) and the Original Lenders named therein (6); and
4. a legal charge to be granted by the Company in favour of HSBC in respect of the freehold property known as Devon Valley Paper Mills, Hele, Devon, registered with absolute title under title numbers DN301493 (whole) and DN219122 (part).

Signed by, or by its duly authorised representatives on behalf of, the sole member of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class of shares in the

Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above.


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SIGNED by CROMPTON SPECIALIST
PAPERMAKERS LIMITED

DATE: 10 FEBRUARY 2004