

Company No. 00202423



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**WRITTEN RESOLUTION**

**of**

**Joseph Crosfield and Sons Limited**

**(the "Company")**

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In accordance with section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

THAT the Company's articles of association be altered as follows:

1. the Company amend its Articles of Association so that the wording set out below is inserted as a new Article 25:

**"TRANSFER OF SHARES**

Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share (i) in favour of any bank, institution or person (or any nominee or nominees of such a bank, institution or person) to whom such shares are being transferred by way of security; or (ii) executed by any bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares have been transferred pursuant to a power of sale under such security.";

2. the Company amend its Articles of Association so that the wording set out below is inserted as a new Article 26:

"Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof. Regulations 11-14 shall be amended accordingly"; and

3. the Company amend its Articles of Association by inserting a new Article 27 as follows:

"The pre-emption provisions in section 89(1) of the Companies Act 1985 and the provisions of sub-sections 90(1) to 90(6) inclusive of the Companies Act 1985 shall not apply to the Company."

S.J. Wilh

Dated 13<sup>th</sup> December 2005

For and on behalf of  
**Ineos Silicas Holdings Limited**