

COMPANIES ACT 1985

GI SERVICES LIMITED

PRIVATE COMPANY LIMITED BY
SHARES

COMPANY No. 1389339

By a written resolution dated 29 June 1999 the following resolution was passed as a sole member's resolution:

SOLE MEMBER'S RESOLUTIONS

THAT the terms of the draft charge over shares between the Company and Bankers Trust Company (the *Charge over Shares*) under which the Company charges to Bankers Trust its 900 Class A ordinary shares in Tioxide Group (being 100 per cent. of the issued Class A ordinary shares in Tioxide Group), is in the best interests of the Company and in furtherance of its objects and that the execution, delivery and performance by the Company of the Charge Over Shares to which the Company is expressed to be a party, be authorised and approved.

P. A. G. G. G.

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Company Secretary

