

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

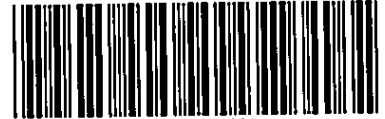
of

INEOS CHLOR SALES INTERNATIONAL LIMITED

(the "Company")

PROPOSED BY THE SOLE ELIGIBLE MEMBER OF THE COMPANY IN ACCORDANCE  
WITH  
SECTIONS 292 TO 295 OF THE COMPANIES ACT 2006

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We refer to the debenture, to be governed by the laws of England and Wales, to be entered into between INEOS Chlor Limited, INEOS Chlor Newco 2 Limited and INEOS Chlor Newco 3 Limited (as Charging Companies), and Barclays Bank PLC (as Security Agent) pursuant to which INEOS Chlor Limited will grant fixed and floating charges in favour of the Security Agent over all of the assets of INEOS Chlor Limited (the "Debenture"). The Debenture is being entered into pursuant to the Senior Facilities Agreement dated 14 December 2005 between, amongst others, INEOS Holdings Limited as Principal Obligor and as agent for the Holdcos and each of the other Obligors (as such terms are defined therein) and Barclays Bank PLC as Facility Agent and Security Agent (as subsequently amended and/or restated from time to time).

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be amended by:

(A) The insertion of the following Article 5A:

"5A Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-


- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security;

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."; and,

- (B) The insertion of the following Article 5B:

"5B Notwithstanding anything contained in these Articles, 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 Secured Institution (as such term is defined in Article 5A). Regulations 8 to 11 of Table A shall be amended accordingly".

  
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For and on behalf of INEOS Chlor Limited as the sole eligible member

Director

Date: .....15..... July 2009

**INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4) OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is **15 July**, 2009 (the "Circulation Date").
3. The procedure for signifying agreement by an eligible member to written resolutions is as follows:
  - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
    - (i) Identifying the resolutions to which it relates; and
    - (ii) Indicating his agreement to the resolutions.
  - (B) The document must be sent to the company in hard copy form or in electronic form.
  - (C) A member's agreement to written resolutions, once signified, may not be revoked.
  - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

**AGREEMENT BY SOLE ELIGIBLE MEMBER TO THE WRITTEN RESOLUTION**

INEOS Chlor Limited, being the sole eligible member of the Company:

1. confirms that it has received a copy of the above written resolutions in accordance with section 292 to 295 of the Companies Act 2006; and
2. hereby resolves and agrees that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions.

**INEOS CHLOR LIMITED**

  
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Date: .....15.....July 2009

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