

Company Number: 4105198

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INEOS U.S. FINANCE COMPANY LIMITED

(Passed on 24 January 2002)



We, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following resolutions as written resolutions of the Company pursuant to Section 381A Companies Act 1985 and agree that such 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:-

**WRITTEN RESOLUTIONS**

**1. Election to dispense with laying of accounts and reports before general meeting.**

That in accordance with Section 252 of the Companies Act 1985 and Section 16 of the Companies Act 1989 the Company shall dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.

**2. Election to dispense with holding AGM.**

That in accordance with Section 366A of the Companies Act 1985, and Section 115 of the Companies Act 1989 the Company shall dispense with the holding of annual general meetings in 2001 and subsequent years until this election is revoked.

**3. Election to dispense with the annual appointment of auditors.**

That in accordance with Section 386 Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

For and on Behalf of  
Ineos Oxide Limited

  
Sole Member