

COMPANIES FORM No. 88(3)

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash 88(3)

CHFP04

Pursuant to section 88(3) of the Companies Act 1985

Please do not write in this margin.

Please complete

in black type, or

legibly, preferably

bold block lettering.

Note: This form is only for use when the contract has not been reduced to writing

To the Registrar of Companies For official use (Address overleaf)

al use Company number

4215941

Please do not write in the space below. For Inland Revenue use only.

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

*Insert full name of company.

* Ineos Investment Holdings Limited

gives the following particulars of a contract which has not been reduced to writing

- 1 The number of shares allotted as fully or partly paid up otherwise than in cash
- 2 The nominal value of each such share £ 1
- 3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash

 b The value of each share allotted i.e. the nominal value and any premium

 c The amount to be considered as paid up in respect of b
- 4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8 state the nature and amount of such consideration, and the number of shares allotted

Presenter's name, address, and reference (if any):

FRESHFIELDS BRUCKHAUS DERINGER 65 FLEET STREET, LONDON ENGLAND UNITED KINGDOM EC4Y 1HS DX 23 LONDON/CHANCERY LANE For official use Capital section

Post room



LO7 COMPANIES HOUSE 0188 27/06/01

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£
8 If the allotment is made in satisfaction or part satisfaction purchase price of property, give below:a brief description of property:	ction of the
1. 600,000 shares of 0.01 pence each in Ineos Phenol Limited 2. 1,200,000 shares of 0.01 pence each in Ineos Investment Holdin 3. 11,499,950 shares of £1 each in Ineos Oxide Limited	gs (Fluor & Silicas) Limited
b full particulars of the manner in which the	£ p
purchase price is to be satisfied	
Amount of consideration payable in cash or bills	
Amount of consideration payable in debentures, etc.	
Amount of consideration payable in shares	11,500,130
Liabilities of the vendor assumed by the purchaser:	
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale	
_	
Hire purchase etc debts in respect of goods acquired Other liabilities of the vendor	
Hire purchase etc debts in respect of goods acquired	

11,500,130

Please do not write in this margin

*Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*

£

Legal estates in leasehold property*

Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)

Equitable interests in freehold or leasehold property*

Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)

Goods, wares and merchandise subject to hire purchase or other agreements (written down value)

Goodwill and benefit of contracts

Patents, designs, trademarks, licences, copyrights, etc.

Book and other debts

Cash in hand and at bank on current account, bills, notes, etc.

Cash on deposit at bank or elsewhere

Shares, debentures and other investments

11,500,130

Other property

11,500,130

† Insert Director, Secretary, Administrator, Administrative

Receiver or Receiver (Scotland) as appropriate

§This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company

Signed | Rule

Designation PIRECTOR

Date Zv

30 MAY 200

Certificate of values §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Signed

Date 20 MA-1 2001

Date 30 MAy 2001