# FIBER INDUSTRIES, INC.

Shareholdings of Imperial Chemical Industries PLC
as of 5/18/83

| Date | Certificate No. | No. Shares |
|---|---|---|
| 6/1/59 | 4 | 100,000 |
| 7/31/59 | 6 | 150,000 |
| 2/1/60 | 10 | 200,000 |
| 12/12/63 | 21 | 50,000 |
| 7/7/65 | 22 | 250,000 |
| 9/30/66 | 27 | 200,000 |
| 12/30/66 | 28 | 300,000 |
| 6/30/67 | 31 | 250,000 |
| 8/1/67 | 33 | 93,750 |
| 9/22/67 | 35 | 281,250 |
| 10/13/67 | 37 | 150,000 |
| 11/15/67 | 39 | 112,500 |
| 12/18/67 | 41 | 375,000 |
| 12/29/67 | 44 | 187,500 |
| 12/12/74 | 46 | 375,000 |
| | | 3,075,000 |

MTC/jt
5/18/83

FIBER INDUSTRIES, INC.

Minutes of the Annual Meeting of the Stockholders

May 4, 1983

The twenty-fifth Annual Meeting of the Stockholders of Fiber Industries, Inc. was held at FII Salisbury Plant, Highway 70 West, Salisbury, North Carolina on May 4, 1983 at 9:00 a.m. Eastern Standard Time.

The meeting was presided over by Mr. Robert C. Schroeder, Chairman and Mr. Martin T. Cloran, Secretary, recorded the minutes.

The following Stockholders were represented by proxy:

| Name | Number of Shares |
|---|---|
| Celanese Corporation | 5,125,000 |
| Imperial Chemical Industries PLC | 3,075,000 |

being all of the stock of the Company issued and outstanding and entitled to vote at the meeting.

The Secretary presented copies of the notice of meeting as mailed to each Stockholder on March 22, 1983.

The Secretary presented a certified list of all Stockholders entitled to vote at the meeting, arranged in alphabetical order, and stated that such list had been available for inspection by any Stockholder at the place where the meeting was held for at least ten days prior to the meeting.

The Secretary stated a copy of the minutes of the Annual Meeting of the Stockholders held on April 21, 1982 had been submitted in advance of the meeting to each of the Stockholders present. The Secretary presented a copy of the minutes of the above-mentioned meeting, and on motion duly made and seconded, it was

> RESOLVED, that the reading of the minutes of the meeting of April 21, 1982 be dispensed with and that they be accepted as written.

The Chairman presented to the Stockholders a copy of the Annual Report for the year ended December 31, 1982, and on motion duly made and seconded, it was ordered that the Report be filed with the records of the meeting.

The Chairman stated that in accordance with Article III, Section 1 of the By-Laws it was in order for the Stockholders to designate the number of Directors which will constitute the whole board, and, on motion duly made and seconded, it was

> RESOLVED, that the number of Directors which shall constitute the whole board shall be thirteen (13).

The Chairman then stated that it was in order to elect thirteen directors and called for nominations. Thereupon the following were nominated to act as Directors of the Company until the next Annual Meeting of Stockholders and until their successors are elected and qualified:

| | |
|---|---|
| P. H. Conze | R. C. Schroeder |
| J. A. Donaldson | M. D. Sellers |
| A. R. Dragone | N. B. Smith |
| J. A. Fennie | C. R. Tully |
| R. W. Godwin | A. F. Weller |
| R. J. Huffman | K. West |
| J. Lister | |

The Chairman asked if there were any further nominations and there being no further nominations declared the nominations closed, and called for a vote by ballot. After canvassing the meeting, the Secretary submitted the ballot indicating that the aforesaid gentlemen had each received 8,200,000 votes. The Chairman thereupon declared that Messrs. Conze, Donaldson, Dragone, Fennie, Godwin, Huffman, Lister, Schroeder, Sellers, Smith, Tully, Weller, and West had been duly elected Directors of the Company to hold office until the next annual meeting and until their successors are elected and qualified.

The Chairman then stated that the Board of Directors has appointed the firm of Peat, Marwick, Mitchell & Co., subject to such appointment being ratified by the Stockholders at the Annual Meeting, to examine the consolidated financial statements of the Corporation for the year 1983 and to perform such other services as may be required of them, and on motion duly made and seconded, it was

> RESOLVED, that the appointment, by the Board of Directors of this Corporation, of Peat, Marwick, Mitchell and Co., to examine the consolidated financial statements of the Corporation for the year 1983, and to perform such other services as may be required of them, be and it hereby is ratified.

There being no other business, the meeting, on motion, adjourned.

Martin T. Cloran

Martin T. Cloran, Secretary

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# Interoffice Memorandum

TO (Name and Location)
See below

FROM (Name and Location)
M. T. Cloran

DATE
May 25, 1983

REFERENCE NO.
MTC-83-209

Mr. R. J. Beatty - 101A
Mr. J. A. Fennie - NYO
Mr. R. R. Fisher - 118
Mr. N. J. Fortson - 114
Dr. R. W. Godwin - 116
Mr. R. J. Huffman - 102
Mr. N. A. Hunter - NYO
Mr. J. M. Ross - 113
Mr. M. D. Sellers - 118

Because of the scheduled "buy out" by Celanese of ICI's interest in FII, it will not be necessary to prepare the material for the July Board meeting as requested in my letter of May 3.

M. T. Cloran

bac

cc Dr. A. E. Champ - NYO
Mr. R. J. Clark - 111
Mr. E. A. Collins - NYO
Mr. R. J. Foltz - 112
Mr. W. B. Gallagher - 135
Mr. E. L. Kanter - NYO
Mr. D. W. Lodge - NYO
Mr. P. J. Nodtvedt - 133
Mr. D. H. Phillips - NYO
Mr. F. H. Reed - 133
Mr. R. S. Roberts - NYO
Dr. G. R. Scantlebury - 112
Mr. R. C. Schroeder - 100

FII INTERNATIONAL CO., INC.

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| 12/26/73 | Certificate of Incorporation |
| 1/16/74 | Stock Certificate - 25 Shares ($100 each) |
| 1/16/74 | First Meeting Minutes - N.Y. |
| 4/15/74 | Stockholders Meeting Minutes - N.Y. |
| 4/15/74 | Board of Directors Meeting Minutes - N.Y. |
| 6/14/74 | Consent of Dir. in lieu of Special Meeting of Bd. of Dir. (Power of Attorney Resolution granted to Jerome E. Link to execute to Universal Transcontinental Corp.) |
| 8/23/74 | Consent of Dir. in lieu of Special Mtg. of Bd of Dir. Resolution - Treasurer authorized to open bank account with French American Bnaking Corp., N.Y. |
| 11/20/74 | Consent of Dir. in lieu of Special Mtg. of Bd. of Dir. Resolution - Cash dividend - $2,300,000 |
| 1/14/75 | Consent of Dir. in lieu of Special Mtg. of Bd. of Dir. Resolution - E.S. Hill elected to fill vacancy created by P.T. Barrett's resignation. Resolution - Bank signature authorization to E.S. Hill & deleting P.T. Barrett. |
| 1/31/75 | Consent of Dir. in lieu of Special Mtg. of Bd. of Dir. Resolution - Cash Dividend - $1,000,000 |
| 4/10/75 | Stockholders Meeting Minutes |
| 4/10/75 | Bd. of Dir. Meeting minutes |
| 6/25/75 | Consent of Dir. in lieu of Special Mtg. of Bd. of Dir. Resolution - President or Vice President authorized to issue Power of Attorney or letter of authorization to The Chase Manhattan Bank, N.A., Singapore 1 |
| 4/15/76 | Stockholders Meeting minutes |
| 4/15/76 | Bd. of Dir. Meeting minutes |
| 6/28/76 | Consent of Sole Stockholder in lieu of Special meeting of stockholders Resolution - By-Laws Amended by addition of Article V, Section 15, Power of Attorney - President, Treasurer or Secretary authorized to execute such power of attorney necessary to conduct business |
| 2/14/77 | Consent of Dir. in lieu of Special Meeting of Bd. of Dir. Resolution - M.T. Cloran elected to fill vacancy created by death of J. Brennan Resolution - Banking resolution amended by adding M.T. Cloran and deleting J. Brennan |
| 4/15/77 | Stockholders Meeting minutes |
| 4/15/77 | Board of Directors Meeting minutes |

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|---|---|
| 6/20/77 | Bd. of Dir. Meeting minutes<br>Resignation of J. David McCalmont from position of V.P., Asst. Sec. and electing Manuel Schultz to succeed him.<br>Resolution - Bank signatures re above. |
| 1/24/78 | Consent of Dir. in lieu of Special Mtg. of Bd. of Dir.<br>Resolution - Cash Dividend $2,406,979 |
| 4/19/78 | Consent of Sole Stockholder in lieu of Annual Mtg. of Stockholders<br>Resolution - Directors elected:<br>R.D. Smith<br>J.E. Link<br>E.S. Hill |
| 4/19/78 | Consent of Dir. in lieu of Organization Mtg. of Bd. of Dir.<br>Resolution - Officers elected:<br>R.D. Smith - President<br>J.E. Link - Vice President<br>M. T. Cloran - V.P., Sec. & Treas.<br>M. Schultz - V.P., Asst. Secretary |