AMOCO

26 – 01 – 1998

AGREEMENT FOR TO ESTABLISHMENT AND OPERATION OF THE AMOCO WORKS COUNCIL

This Agreement is made under the Directive of the Council of the European Union of September 22, 1994 on the Establishment of a European Works Council or a Procedure in Community- Scale Undertakings for the Purposes of informing and Consulting Employees (the "Directive") on this 26th day of January 1998, by and among:

Amoco Chemical Belgium N.V.("Amoco"), a Belgian company with its registered office in Geel, Belgian acting as the representative agent for all Amoco Subsidiaries (as defined in Article 2.2) in the European Economic Area and Switzerland (collectively the "Area");

and

The Special Negotiating Body selected in accordance with the Directive and the implementing national legislation and agreements.

ARTICLE I. GENERAL PRINCIPLES

1.1 Amoco believes that:

(a) employees must have the information necessary to do their jobs and to implement the company's strategies and objectives;

(b) profitable growth and sustained, competitive business advantage can be achieved through having employees who are informed and committed; and

(c) proper information and consultation also benefits the employees.

1.2 The Amoco European Works Council will be one of the vehicles of information and consultation through which Amoco employees within the Area will gain information, knowledge and understanding of the businesses of Amoco Corporation and Amoco Subsidiaries and through which Amoco management will gain information, knowledge and understanding of the broad issues concerning their employees in the Area. Consultation is defined as an effective exchange of views and the establishment of a dialogue.

1.3 This Agreement and the Amoco European Works Council will be limited to matters of a transnational nature within the Area, i.e. matters which concern the workforce of the Amoco Subsidiaries as a whole or at least two of the Amoco Subsidiaries situated in different countries.