

Company No. 51877

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of


THE CLAYTON ANILINE COMPANY LIMITED

WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:


SPECIAL RESOLUTION

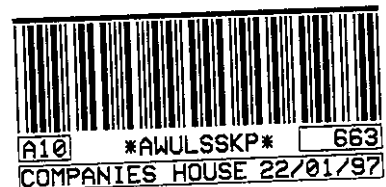
THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the chairman be approved and adopted as the Articles of Association of the company in substitution for and to the exclusion of all the existing articles thereof.

For and on behalf of
Ciba-Geigy PLC


.....
Authorised signatory of
Ciba-Geigy PLC
Dated: 17.01.97

For and on behalf of
The Geigy Company Limited


.....
Authorised signatory of
The Geigy Company Limited
Dated: 17.01.97



THE COMPANIES ACTS 1929 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE CLAYTON ANILINE COMPANY LIMITED

TABLE A

- 1 (1) Subject as hereinafter provided, the regulations contained in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 as amended shall apply to the Company.
- (2) The Regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

INTERPRETATION

- 2 Regulation 1 of Table A, as applied to the Company shall contain the following text immediately after the words "Northern Ireland":

"principal" in relation to an alternate director means the directors whose alternate the alternate director is.

The expression "the Board" shall mean the directors or any of them acting as the Board of the Company.

References in Table A to directors in their collective capacity shall be construed as references to the Board".

SHARE CAPITAL

- 3 (1) Subject to section 80 of the Act, the Board shall have power to allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued.
- (2) This Article shall not apply to redeemable preference shares, which shall be governed by the provisions of regulation 3 of Table A.

TRANSFER OF SHARES

- 4 (1) The Board may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

- (2) Regulation 24 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 5 (1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the Office or by the Secretary.
- (2) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

REMUNERATION OF DIRECTORS

- 6 Any director who be request of the Board performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.
- 7 (1) The Board may (be the establishment or maintenance of schemes or otherwise) pay or procure the payment of pensions, annuities, allowances, gratuities or other benefits to or for the benefit of past or present directors or employees of the Company or any of its subsidiaries or any company associated with, or any business acquired by, any of them or to or for the benefit of persons who were related to or dependants of any such directors or employees.
- (2) Regulation 87 of Table A shall not apply to the Company.
- 8 The Board may make such arrangements as the Board thinks fit for the management and transaction of the Company's affairs in the United Kingdom and elsewhere and may for that purpose appoint local boards, managers and agents and delegate to them any of the powers of the Board (other than the power to borrow and make calls) with power to sub-delegate.

EXERCISE OF VOTING RIGHTS

- 9 The Board may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as it thinks fit (including the exercise thereof in favour of any resolution appointing its members or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company).

BORROWING

- 10 Subject as hereinafter provided, the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property

and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

MANAGING AND EXECUTIVE DIRECTORS AND EXECUTIVE COMMITTEE

- 11 (1) The Board may from time to time:
- (a) appoint one or more of its body to the office of Managing Director, or to any other office (except that of Auditor) or employment in the Company, for such period and on such terms as it thinks fit, and may revoke such appointment (but so that such revocation shall be without prejudice to any rights or claims which the person whose appointment is revoked may have against the Company by reason of such revocation);
 - (b) permit any person appointed to be a director to continue in any other office or employment held by him before he was so appointed.

A director (other than a Managing Director) holding any such other office or employment is in these Articles referred to as an Executive Director. If at any time two or more persons hold the office of Managing Director, such persons may be designated Joint Managing Directors; and the expression "Managing Director" shall in these Articles, where the context so admits, include any Joint Managing Director.

- (2) Regulation 72 of Table A shall not apply to the Company.
- 12 (1) A Director appointed to the office of Managing Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other directors, and if he ceases from any cause to be a director he shall ipso facto cease to be a Managing Director (but without prejudice to any rights or claims which he may have against the Company by reason of such cesser).
- (2) An Executive Director shall not ipso facto cease to be a director if he ceases from any cause to hold the office or employment by virtue of which he is termed an Executive Director.
- 13 The emoluments of any Managing Director or Executive Director for his services as such shall be determined by the Board, and may be of any description, and (without limiting the generality of the foregoing) may include admission to or continuance of membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

- 14 The Board may constitute an Executive Committee consisting of the Managing Director or Managing Directors (if any) and any other persons, whether directors of the Company or not whom the Board may from time to time appoint. The Board may at any time dissolve the Executive Committee or remove from office any member thereof other than the Managing Director or Managing Directors.
- 15 (1) The Board may entrust to and confer upon a Managing Director or Executive Director or, subject to paragraph (2) of this Article, upon the Executive Committee any of the powers exercisable by it (other than the powers to declare dividends, to make calls, and to authorise the affixing of the Seal) upon such terms and conditions and with such restrictions as it thinks fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, or vary all or any of such powers.
- (2) The Board may not empower the Executive Committee to exercise the powers of the Company to issue perpetual debentures, to charge the uncalled capital of the Company, or to issue debenture stock, bonds, notes or other like securities.
- 16 Where the Executive Committee exercises or purports to exercise any power of the Company which may under these Articles be entrusted to or conferred upon it by the Board:
- (a) a person dealing with the Company shall not be concerned to see or enquire whether that power has been so entrusted or conferred, nor whether any limit has been placed by the Board upon the exercise of that power by the Executive Committee, nor whether any such limit, if so imposed, has been observed; and
- (b) an act of the Executive Committee done in the exercise or purported exercise of any such power shall, in favour of a person dealing with the Company, be deemed valid and effectual notwithstanding the fact (if it be so) that that power has not been entrusted to or conferred upon the Executive Committee by the Board, or that a limit imposed by the Board upon the exercise of that power by the Executive Committee has been or will by that act be infringed, unless that person has express notice of the fact.
- 17 Subject to Article 19:-
- (a) the Board may make, and may from time to time revoke or vary, such regulations for the dispatch of business by the Executive Committee as it thinks fit.
- (b) Subject to and in default of any regulations made by the Board under paragraph (a) of this Article and for the time being in force, the Executive Committee may dispatch its business as it thinks fit.

- 18 A resolution of the Executive Committee shall be valid if, but only if:-
- (a) it is unanimously passed at a duly convened meeting of the Executive Committee; or
 - (b) it is agreed to, in accordance with any regulations made by the Board under Article 18 and for the time being in force, by all members of the Executive Committee.
- 19 A person dealing with the Company shall, unless he has express notice to the contrary, be entitled to rely on a certificate, signed by the Secretary and certifying that on a specified date the resolution therein set out was duly sanctioned as a resolution of the Executive Committee, as conclusive evidence of the fact.

COURTESY TITLES

- 20 (1) The Board may from time to time and at any time appoint any person or persons to any post with such descriptive title including the word "director" as the directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of any person or persons so appointed. A person so appointed:
- (a) shall not by virtue of such appointment be a director of the Company for any of the purposes of these Articles or of the Act;
 - (b) shall not by virtue of such appointment be a member of the Board or of any committee thereof nor be entitled to be present at any meeting of the Board or of any such committee, except at the request of the Board or of such committee; and
 - (c) if present at any such meeting as is referred to in paragraph (b) above, shall not be entitled to vote thereat.
- (2) The expression "director" or "directors" where used in these articles shall not include any person or persons appointed pursuant to this Article.

ALTERNATE DIRECTORS

- 21 (1) The immediate holding company (if any) for the time being of the Company shall have the power at any time to appoint to the office of an alternate director either another director or any other person and, at any time, to terminate such appointment.
- (2) The appointment of an alternate director shall automatically determine in any of the following events:-

- (a) on the happening of any event which, if he were a director, would cause him to vacate the office of director;
 - (b) if by writing under his hand left at the Office he shall resign such appointment;
 - (c) if the director whose alternate he is shall cease for any reason to be a director (but without prejudice to his continuance as an alternate director in respect of any director not so ceasing).
- (3) An alternate director shall only be entitled to receive notice of meetings of the Board and of any committee of the Board of which his principal is a member if his principal has informed the Company that he will not be attending such meetings. An alternate director shall be entitled to attend and, in place of his principal, to vote and be counted for the purposes of a quorum at any such meeting at which his principal is not personally present and generally to perform all functions as a director of his principal in his absence.
 - (4) An alternate director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a director but shall not in respect of his office of alternate director be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.
 - (5) An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his principal or appointor.
 - (6) Save as provided in Article 21 (2) every appointment and removal of an alternate director shall be in writing signed by the appointor and shall take effect (subject to any approval required by paragraph (1) of this Article) upon receipt of such written appointment or removal at the Office or by the Secretary.
 - (7) A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the Board or any committee of the Board to one vote for every director whom he represents in addition to his own vote (if any) as a director.
 - (8) Regulations 65 to 69 of Table A shall not apply to the Company.

PROCEEDINGS OF THE BOARD

- 22 (1) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an

equality of votes, the Chairman of the meeting shall have a second or casting vote. A director may, and the Secretary of the requisition of a director shall, call a meeting of the Board.

- (2) Regulation 88 of Table A shall not apply to the Company.
- 23 (1) The Board may appoint a chairman and, if it thinks fit, a deputy chairman of its meetings and determine the period for which they respectively are to hold office. If no such chairman or deputy chairman is appointed, or neither is present within five minutes after the time fixed for holding any meeting, the directors present may choose one of their number to act as chairman of such meeting.
- (2) Regulation 91 Table A shall not apply to the Company.
- 24 A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 25 (1) The Board may in addition to its powers under Articles 14 and 15 delegate any of its powers to committees consisting of such member or members of its body as it thinks fit with power to sub-delegate to any of such persons. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and subject thereto shall be governed by the provisions of these Articles regulating the proceedings and meetings of the Board. The Board may co-opt on to any such committee persons other than directors, who may enjoy voting rights in committee. The co-opted members shall be less than one-half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors.

MINUTES

- 26 (1) The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointment of officers made by the Board;
 - (b) of the names of the directors present at each meeting of the Board, of any committee of the Board and of the Executive Committee; and

- (c) of all resolutions and proceedings at all meetings of the Company, of the Board, of committees of the Board and of the Executive Committee.

Any such minutes, if purporting to be signed by the chairman of the meeting to which they relate or of the meeting at which they are approved, shall be sufficient evidence without further proof of the facts therein stated.

- (2) Regulation 100 of Table A shall not apply to the Company.

THE SEAL

- 27 To Regulation 101 of Table A, as applied to the Company there shall be added the following text at the end:

"For the purposes of this regulation reference to director or directors shall be construed as including alternate directors".

NOTICES

- 28 (1) A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying by first class letter post and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 72 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

- (2) Regulation 112 of Table A shall not apply to the Company.

SECRECY

- 29 If the Board thinks expedient, every director, Manager, Auditor, trustee member of the committee, officer, servant, agent, accountant or other person employed in the business of the Company or such one or more of them as the Board may by resolution from time to time specify, shall sign a declaration recording his obligation to observe a strict secrecy respecting any secret process operated by the Company, and of all transactions of the Company with customers and others, and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the Company, or by a court of law, or by the person to whom such matters relate, and except so far as may be necessary in order to comply with any of the provisions of these Articles.

- 30 No Member shall be entitled to require discovery of or any information concerning any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company, and which, in the opinion of the Board it would be inexpedient in the interest of the Company to communicate to the public.

WINDING UP

- 31 The Power of sale of a Liquidator shall include a power to sell wholly or partially for shares or debentures, or other obligations of another company, either then already constituted, or about to be constituted, for the purpose of carrying out the sale.