

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**


**JR CROMPTON LIMITED**

In accordance with section 381A Companies Act 1985, we being all the members of the Company who, at the date of this written resolution are entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolution be passed as a special resolution of the Company:

1. **THAT** the Company's bearer shares be reconstituted as registered shares and the 200,869,590 issued Ordinary Shares of US\$0.0001 each in the capital of the Company be and are hereby re-designated as Deferred Shares of US\$0.0001 each and that 201,500,000 authorised issued and unissued Deferred Shares of 10p each in the capital of the Company be and are hereby re-designated as Ordinary Shares, such shares to have the rights and obligations set out in the new articles of association to be adopted pursuant to the resolution set out below.
2. **THAT** the existing articles of association of the Company be and hereby are replaced by the new articles of association in the form attached to this resolution.

This written resolution shall take effect as special resolution of the Company.

Signature:



**For and on behalf of  
Crompton Specialist Papermakers Limited**

Dated:

*14 April 2000*



DATED

14 April

2000

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**ARTICLES OF ASSOCIATION  
OF**

**J R CROMPTON LIMITED**

(Adoption by special resolution passed on

14 April

2000)

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**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**J R CROMPTON LIMITED**

(Adoption by special resolution passed on 14<sup>th</sup> April 2000)

**PRELIMINARY**

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended) ("Table A") shall apply to the Company unless or to the extent that they are excluded or modified by, or are inconsistent with, these articles and, with these articles, shall constitute the articles of association of the Company.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 24, 26, 38, 60, 61, 64, 73 to 81 inclusive, 90, 94, 95 and 118 shall not apply.
3. Where an ordinary resolution of the Company is required for any purpose, a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required for any purpose, a special resolution shall also be effective.

## SHARE CAPITAL

4. The authorised share capital of the Company at the date of adoption of these Articles is £20,150,000 and US\$ 20,086.9590 divided into 201,500,000 Ordinary Shares of 10p each and 200,869,590 Deferred Shares of US\$0.0001 each.

## ISSUE OF NEW SHARES

5.

5.1 Subject to Articles 5.2 and 5.4 any shares for the time being unissued and any new shares from time to time created shall before they are issued be offered to the holders of the Ordinary Shares in proportion (as nearly as may be) to the nominal amount of their existing holdings of Ordinary Shares. The offer shall be made by notice specifying the number and class of shares offered and the price per share and limiting a time (not being less than 20 days or greater than 30 days) within which the offer if not accepted will be deemed to be declined. After the expiration of such time, or on the receipt of an indication from the person(s) to whom the offer is made that he/they decline(s) to accept the shares offered or any of them, the Directors shall offer the shares declined in like manner (save that the minimum period for acceptance may be seven days) to the other holders of Ordinary Shares who have agreed to subscribe for all the shares offered to them in proportion (as nearly as may be) to the nominal amount of their existing holdings of Ordinary Shares (of whichever class). If the shares comprised in such further offer are declined or deemed to be declined the further offer shall be withdrawn.

5.2 In the event that all or any of the shares to which Article 5.1 apply are not subscribed for in accordance with the provisions of Article 5.1 the Directors may offer such shares to a third party and subject to these Articles and the provisions of Section 80 of the Act such shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that:-

5.2.1 no shares shall be issued at a discount;

5.2.2 no shares to which Article 5.1 applies shall be issued more than three months after the expiry of the period for acceptance of the last offer of such

shares made under Article 5.1 unless the procedure set out in Article 5.1 is repeated in respect of such shares;

5.2.3 no shares shall be issued at a price less than that at which they were offered to the members of the Company in accordance with Article 5.1 and so that (if the Directors are proposing to issue such shares wholly or partly for non-cash consideration) the cash value of such consideration for the purposes of this sub-paragraph shall be as reasonably determined by the Auditors whose determination shall be final and binding on the Company and each of its members.

5.3 The provisions of Articles 5.1 and 5.2 shall mutatis mutandis apply to all equity securities (as defined in Section 94(2) of the Act) of the Company from time to time created.

5.4 The provisions of Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

#### **PURCHASE OF OWN SHARES**

6. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

#### **NOTICE OF GENERAL MEETINGS**

7. Regulation 37 shall be modified by deleting the words "eight weeks" and substituting instead the words "28 days".
8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting, other than a meeting called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- 8.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and

- 8.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

#### **PROCEEDINGS AT GENERAL MEETINGS**

9. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote, and regulation 46 shall be modified accordingly.
10. Regulation 53 shall be modified by adding the following sentence at the end: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly."
11. In the case of joint holders of a share, the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53.
12. A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the directors shall be left at or sent by post or facsimile transmission to the office or such other place within the United Kingdom as the directors may decide before such representative is entitled to exercise any power on behalf of the corporation which he represents.
13. In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54.

#### **VOTES OF MEMBERS**

14. A proxy is entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

Regulation 57 shall be modified by including after the word "shall" the phrase "unless the directors otherwise decide".

16. Regulation 59 shall be modified by adding the following sentence at the end: "Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it".
17. An instrument appointing a proxy shall be in writing in any form which is usual or in any form which the directors may approve, and shall be executed by or on behalf of the appointor.
18. Regulation 62 shall be modified by deleting from paragraph (a) the words "deposited at" and by substituting instead the words "left at or sent by post to", by substituting in paragraph (a) the words "one hour" in place of "48 hours" and by substituting in paragraph (b) the words "one hour" in place of "24 hours".

#### **NUMBER OF DIRECTORS**

19. Until otherwise determined by ordinary resolution, there shall not be any maximum number of directors but the minimum number shall be one.
20. When one director only is in office, he shall have and may exercise all the powers and authorities in and over the affairs of the Company as conferred on the board of directors by these articles by written resolution.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

21. The directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.
22. A member or members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a Company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

A director is not required to hold any qualification shares in the Company.

24. A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age. Section 293 of the Act shall not apply to the Company.

#### **ALTERNATE DIRECTORS**

25. A director may appoint any person willing to act as such, whether or not he is a director of the Company, to be an alternate director and such person need not be approved by resolution of the directors, and regulation 65 shall be modified accordingly.
26. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors, and regulation 66 shall be modified accordingly.
27. Regulation 68 shall be modified by adding the following sentence at the end: "Any such notice may be left at or sent by post to the office or such other place as may be designated for the purpose by the directors".

#### **POWERS OF DIRECTORS**

28. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities either outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

29. The office of a director shall be vacated if:
- 29.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
  - 29.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 29.3 he becomes, in the reasonable opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;



- 29.4 he resigns his office by notice in writing to the Company; or
- 29.5 both he and his alternate director (if any) are absent without the permission of the directors from meetings of directors for six consecutive months, and the directors resolve that his office be vacated.

### **PROCEEDINGS OF DIRECTORS**

30. Regulation 88 shall be modified by excluding the third sentence and substituting instead the following sentence: "Every director shall receive notice of a meeting whether or not he is absent from the United Kingdom."
31. Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors even if fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

32. Without prejudice to the obligation of a director to disclose his interest in contracts in accordance with the Act, a director may vote at any meeting of the directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution.
33. A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine, and no director or intending director shall be disqualified by his office from contracting with the Company

either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship established by his holding of that office.

34. Any director may act by himself or through his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing contained in this article shall authorise a director or his firm to act as auditor to the Company.

#### NOTICES

35. A notice may be given by the Company to any member, either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, and regulations 111 to 116 shall be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors" in the last sentence of regulation 38 shall not apply to the Company.

#### INDEMNITY AND INSURANCE

36. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to it, including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

37. The directors may exercise all the powers of the Company to purchase and maintain for any director, auditor or other officer (including former directors and other officers), or any person, insurance against any liability for negligence default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.

## **DEFERRED SHARES**

38.

### **38.1 Income and Capital**

38.1.1 Save as provided in paragraph (38.1.2) below, the holders of Deferred Shares shall not be entitled to any participation in the profits or the assets of the Company.

38.1.2 The holders of Deferred Shares shall only be entitled to participate in the assets of the Company after the holders of every other class of shares in the capital of the Company shall have received on a return of assets on liquidation or otherwise the sum of £1 million in respect of each share (other than Deferred Shares) held by them.

### **38.2 Voting**

None of the Deferred Shares shall carry any right to receive notice of or attend and vote at any general meeting of the Company.

### **38.3 Repurchase**

Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1 which shall be applied for the benefit of the Company.