

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

INTERNATIONAL COATING PRODUCTS (UK)
LIMITED

Presented by

Document Filer's Reference AKT

Reginald R. P. R. R.

278/282 High Holborn

London W.C.1

Form No. 41

(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ALAN KILSHA TOULSON

at 278/282 Hyde Holborn London
WC1

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor
of the Supreme Court engaged
in the formation
of International Coating Products
(U.K.) Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 1 Grafton Square
London WC1

the 23rd day of March
one thousand nine hundred and
seventy one.

Before me,

[Signature]

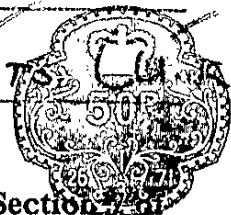
AKToulson

Note.—This margin is reserved for binding and must not be written across.

STATEMENT OF THE NOMINAL CAPITAL

OF

INTERNATIONAL COATING PRODUCTS (UK) LTD.
LIMITED



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 23 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Ak Jansan

Description Solicitor engaged in formation

Made the 23rd day of March 19 71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Lynne W. R. T. L.

Presentor's Reference AKT

278/282 High Holborn, W.C.1

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
10 Canover Street WIR 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
and 14-22 Renfrew Court, Glasgow, C.2.

COMPANY LIMITED BY SHARES

1006417

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Memorandum of Association

OF

INTERNATIONAL COATING PRODUCTS (U.K.)
LIMITED

1. The name of the Company is "INTERNATIONAL COATING PRODUCTS (U.K.) LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (A) To manufacture and deal in coating products, putty, paste, cement, stucco, plaster, sand, lime, stone, bricks, tiles, timber, hardware, paints and other building requisites and materials and plant, machinery, tools, apparatus and equipment for manufacturing, handling, fixing and applying such requisities and materials.
- (B) To carry on business as decorators, builders, contractors, designers, architects, electrical, heating and constructional engineers, merchants and carriers.
- (C) To buy, sell, manufacture, refine, manipulate, import, export, deal or otherwise trade in all substances, apparatus, goods and things capable of being or usually used or dealt in by persons engaged in any such business as aforesaid or required by any customers of or persons having dealings with the Company either by wholesale or retail.
- (D) To undertake, carry on, develop, execute and turn to account all kinds of financial, commercial, trading and other activities whatsoever, which can, in the opinion of the Company, be advantageously or conveniently carried on by

24 MAR 1971

the Company by way of extension of or in connection with any of the businesses aforesaid or is calculated, directly or indirectly, to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (E) To apply for, purchase or otherwise acquire and renew any patents, brevets d'invention, licences, trade marks, concessions and the like or any interest therein, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property, rights and information so acquired.
- (F) To appoint attorneys or agents in any part of the world to perform any act or execute any deed or document on behalf of the Company or generally to represent the Company on its business.
- (G) To promote, form, acquire the whole or any part of the shares, debentures or other interest in, manage, reconstruct and reorganise any company or corporation, British or foreign, and to buy, sell, underwrite, place and deal in stocks, shares, debentures, debenture stock, warrants and securities of all kinds.
- (H) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (I) To underwrite, apply for, take up, or acquire by way of exchange or otherwise, and to hold, sell and dispose of shares, stock, debentures or other interests in, any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (J) To purchase, take on lease or in exchange,

hire or otherwise acquire any real or personal property, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

- (K) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purpose aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (L) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees, including Directors and other officers of the Company or its predecessors in business or the relatives, connections or dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (N) To lend money on any terms and to any persons as may be thought fit and to guarantee or undertake the performance of the obligations of and the payment of dividends and interest on any stock, shares or securities of any company, firm or person.
- (O) To invest and deal with any moneys of the Company in such investments or securities as may be thought expedient.
- (P) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority, for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or

applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.

- (Q) To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry on, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (R) To amalgamate, enter into partnership or any arrangement in the nature of partnership or co-operate with any person or persons, firm or corporation, engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct, or from which this Company would or might derive any benefit, whether direct or indirect.
- (S) To apply for and take up or acquire by way of exchange or otherwise and hold or sell and dispose of the shares or securities of any other company carrying on or about to carry on any business in which this Company is or may be interested and to amalgamate with any such other company or companies.
- (T) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (U) To distribute any of the Company's property among the members in specie.
- (V) To do all or any of the above things in any

part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

- (W) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons and whether domiciled in the United Kingdom or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. Subject and without prejudice to the rights for the time being attached to any class of shares for the time being carrying special rights, any of the shares in the capital of the Company for the time being may be issued with or subject to any preferential, deferred or other special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital or otherwise.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Alk Janson</i> <i>278/282 High Holborn</i> <i>London W C 1</i> <i>Scientist</i></p>	<p><i>One</i></p>
<p><i>G. R. Davies</i> <i>278/282 High Holborn</i> <i>London W C 1</i> <i>Articled clerk</i></p>	<p><i>One</i></p>

DATED this *23rd* day of *March* .1971. ✓

WITNESS to the above Signatures :-

C. T. Pickles
278/282 High Holborn
London W.C.1.
Articled Clerk.

1006417/4

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

**INTERNATIONAL COATING PRODUCTS (U. K.)
LIMITED.**

1. The regulations in Table "A" in the First Schedule to the Companies Act, 1948, shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Statutes	The Companies Act, 1948 and every other Act for the time being in force concerning joint stock companies and effecting the Company.
These Articles	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	The Directors for the time being of the Company.
The Office	The registered office for the time being of the Company.
The seal	The Common Seal of the Company.
Month	Calendar month.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

BUSINESS.

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors of the Company at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

SHARE CAPITAL.

4. The capital of the Company is £100, divided into 100 shares of £1 each.

5. The shares taken by the subscribers to the Memorandum of Association shall be duly issued by the Directors. Subject as aforesaid, the shares shall be under the control of the Directors, who may allot and issue the same (subject always to Article 6 hereof) to such persons on such terms and conditions and at such times as the Directors think fit.

PRIVATE COMPANY.

6. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to fifty; Provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

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SHARES.

7. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

TRANSFER OF SHARES.

8. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

9. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the Office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

10. The Directors may in their discretion refuse to register the transfer of any share and shall not be obliged to state the grounds of their refusal. They shall refuse to register any transfer which would cause the number of members to exceed the limit prescribed in Article 6.

11. On the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

12. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may upon producing such evidence of title as the Directors shall require, with the consent of the Directors (which they shall be entitled to withhold without assigning any reason therefor), be registered himself as holder of the share or subject to the provisions as to transfers herein contained transfer the same to some other person.

13. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share.

FORFEITURE OF SHARES.

14. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

15. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

16. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

17. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

18. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company, all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.

19. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

20. The provisions of these regulations as to forfeiture

shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF SHARE CAPITAL.

21. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.

22. The Company may by Ordinary Resolution :-

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Statutes;
- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

23. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised, and consent required, by law.

24. Any shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

25. Except so far as otherwise provided by the conditions

to issue, any amount of the capital of new shares, shall be considered as part of the original ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture and otherwise as the original share capital.

26. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be affected, altered, modified or dealt with except with the consent in writing of the holders of not less than two-thirds of the issued shares of that class) any shares in the Company's capital for the time being unissued may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Special Resolution determine. Any Preference Shares may, with the sanction of a Special Resolution be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

PROCEEDINGS AT GENERAL MEETINGS.

27. Annual General Meetings shall be held once in every year at such time and place as may be determined by the Directors but so that no more than fifteen months shall be allowed to elapse between any two Annual General Meetings.

28. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

29. The Directors may call an Extraordinary General Meeting whenever they think fit.

30. Twenty one days' notice, or in the case of a meeting other than the Annual General Meeting or a meeting for the passing of a Special Resolution, fourteen days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Company: Provided that the accidental omission to give such notice to, or the non-receipt of such notice by any such member shall not invalidate any resolution passed or proceeding had at any such meeting, and, with such consent of members as is required by the Statutes, a meeting may be convened upon a shorter notice than that specified in the Statutes or these Articles. Proper minutes shall be kept of all General Meetings of the Company.

31. All business shall be deemed special that is transacted at any Extraordinary Meeting, and all that is transacted at

an Annual General Meeting, shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the Accounts and Balance Sheets and the ordinary Reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors and of the Directors.

32. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members present in person or by proxy and entitled to vote and together holding or representing by proxy not less than one-tenth part of the issued share capital of the Company.

33. Subject to the provisions of the Statutes a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings or being corporations signed by their duly authorised representatives (whether on the same copy thereof or not) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTING.

34. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by not less than two members present in person or by proxy and entitled to vote. Any poll duly demanded shall be taken immediately in accordance with the following provisions:-

- (A) Each member present in person shall have one vote for every share held by him.
- (B) Each person present as proxy for a member shall have one vote for every share held by the member for whom he is proxy.
- (C) Each member and person as proxy for a member present shall orally announce how he casts each vote to which he is entitled as aforesaid.
- (D) The Chairman of the meeting shall count the votes cast for and against the resolution and shall declare it carried or lost as the case may be.
- (E) A declaration by the Chairman of the result of the poll and an entry thereof in the minute book of the Company shall be conclusive evidence of that fact.

25. Votes may be given either personally or by proxy.

DIRECTORS.

26. Unless otherwise determined in General Meeting, the number of Directors shall be one or any number not more than six. The first Directors shall be appointed by the signatories to the Company's Memorandum of Association.

27. The holder or holders for the time being of the majority of shares for the time being issued shall be entitled from time to time by instrument in writing to appoint any person to be a Director and to remove any Director from office. The office of a Director shall be vacated if, by notice in writing to the Company, he resigns his office.

28. A Director need not hold any qualification share.

29. The remuneration of the Directors shall be such sum (if any) as shall be voted to them by the Company in General Meeting, and such remuneration shall be divided amongst the Directors as the Company shall determine. The Directors may also with the sanction of the Board be repaid their reasonable travelling and hotel expenses incurred in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings.

40. A Director may hold any other office or place of profit under the Company (other than that of Auditor), in conjunction with his office of Director.

41. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits or by any or all of these modes.

42. A 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 of the Company and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.

43. The business of the Company shall be managed by the Directors, who may exercise all such powers of the

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Company, and do on behalf of the Company all such acts (including the borrowing of moneys to any amount to be secured in such manner as the Directors shall think fit) as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

44. No Director shall be disqualified by his office from contracting with the Company either 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 shall be in any way interested 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 relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest; any Director may as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid. A general notice that a Director is to be regarded as interested in any contracts or arrangements which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient disclosure under this Article.

45. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one Director shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes.

46. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

47. A resolution in writing signed by all the Directors (whether on the same copy thereof or not) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

48. Any Director may appoint any person in the United Kingdom to act as his proxy at meetings of the Directors and to sign resolutions under Article 47 hereof. Such appointments must be made in writing under the hand of the appointor and may at any time be revoked in like manner, and may be general or for a specified period or for specified meetings or for specified resolutions, and may authorise and direct the appointee to be Chairman if the appointor would if present be entitled to preside, and notice of every such appointment or revocation must be given to the Company, and the appointee need not be a Director or member of the Company, but he must furnish the Company with his address in the United Kingdom.

PENSIONS AND ALLOWANCES.

49. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company in any executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

SEAL.

50. The Seal shall not be affixed to any instrument except in accordance with such regulations, general or particular, as may from time to time be made by resolution of the Board of Directors.

SECRETARY.

51. The Directors shall from time to time, by resolution, appoint a Secretary or Secretaries of the Company.

DIVIDENDS.

52. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively.

53. The Directors may, with the sanction of a General Meeting, from time to time declare dividends but no such

dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the decision of the Directors as to the amount of the net profits shall be conclusive.

RESERVES.

54. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

55. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

NOTICES.

56. A notice or any other document may be served by the

Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

57. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share.

58. Any member described in the Register of Members by an address not within the United Kingdom shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, if described in the Register of Members by an address within the United Kingdom.

59. A notice may be given by the Company to the person entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

60. Any notice or other document if served or sent by post shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

WINDING UP.

61. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Ak Joneson
278/282 High Holborn
London W.C.1.
Solicitor ✓

G. A. Jovier
278/282 High Holborn
London W.C.1
articled clerk ✓

DATED this 23rd day of March 1971. ✓

WITNESS to the above Signatures :-

C. T. Pickles
278/282 High Holborn,
London W.C.1
Articled Clerk. ✓



CERTIFICATE OF INCORPORATION

No. 1005417

I hereby certify that

INTERNATIONAL COATING PRODUCTS (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 30TH MARCH, 1971.


(F. L. KNIGHT)

Assistant Registrar of Companies