

Company number. 01786117

Private company limited by shares

Written resolution

of

Hydro Aluminium Deeside Limited (Company)

2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following be passed as a special resolution (**Resolution**)

**Special Resolution**

That the draft regulations attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

**Agreement**

Please read the notes at the end of this document before signifying your agreement to the above resolution

The undersigned, being all the persons entitled to vote on the Resolution, hereby irrevocably agree to the Resolution


Signed by

  
Terrance W. Conley

Date 12 February 2013

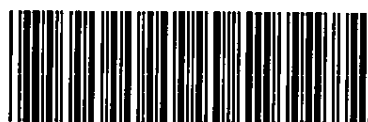
Duly authorised signatory for and on behalf  
of Hydro Aluminium AS

We certify that this is a true  
copy of its original

 14/02/2013

TLT LLP  
One Redcliff Street  
Bristol BS1 6TP

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COMPANIES HOUSE

**The Companies Act 2006**  
**Private Company Limited by Shares**  
**Articles of Association**

**of**

**Hydro Aluminium Deeside Limited**

**Company Number            01786117**

**Date of Incorporation      25 January 1984**

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COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**HYDRO ALUMINIUM DEESIDE LIMITED**  
**("the Company")**

**1 Preliminary**

- 1 1 The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the provisions contained in Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) (such Schedule 1 being hereinafter called "**the Model Articles**") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "**Regulations**" are to articles in the Model Articles and references herein to "**the Act**" are references to the Companies Act 2006 unless otherwise stated.
- 1 2 References herein to the "**Schedule 3**" are to the provisions contained in Schedule 3 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229).

**2 Share Capital**

The share capital of the Company on the date of adoption of these Articles is 199,564,000 Ordinary Shares of £0.10 each.

**3 Allotment of Shares**

- 3 1 The Directors are generally and unconditionally authorised for the purposes of Section 551 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of five years from the date of the adoption of these Articles. The authority contained in this Article shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period.
- 3 2 In accordance with Section 567 of the Act, Sections 561 and 562 of the Act shall be excluded from applying to the Company.

**4 Partly Paid Shares**

- 4 1 Regulations 21 and 36 shall not apply to the Company. Paragraphs 52 to 62, 71, 73 and 78, of Schedule 3 are incorporated and are deemed to form part of these Articles and shall apply to the Company.
- 4 2 The lien conferred by paragraph 52 of Schedule 3 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid up or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company. Furthermore,

such lien shall extend to all amounts payable in respect of a share Paragraph 52 of Schedule 3 shall be modified accordingly

- 4 3 The liability of any member in default in respect of a call shall be increased by the addition at the end of paragraph 57(1)(b) of Schedule 3 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call"
- 4 4 Regulation 24(2) shall be modified so that the share certificates state the amount paid-up on each share, not that the shares are fully paid
- 4 5 Regulation 26(1) shall be modified by adding the words "and, unless the share is fully paid, by or on behalf of the transferee" at the end
- 4 6 Regulation 44(2)(d) shall be deleted and replaced by the following words "a person or persons holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right "

## **5 Transmission of Shares**

The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with Regulation 27 shall be modified accordingly

## **6 General Meetings and Resolutions**

Regulation 41(1) shall be read and construed as if the words "if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting" were added after the words "do not constitute a quorum" in such Regulation

## **7 Appointment of Directors**

- 7 1 The minimum number of Directors is one and, unless otherwise determined by ordinary resolution, the number of Directors is not subject to a maximum
- 7 2 A sole member may at any time and from time to time by notice in writing to the Company appoint one or more persons to be a director or directors of the Company and to remove any director or directors from office

## **8 Alternate Directors**

- 8 1 Paragraphs 25 to 27 of Schedule 3 are incorporated and are deemed for form part of these Articles and shall apply to the Company save that in paragraph 27(1) of Schedule the words from ", except that an alternate's appointor's" to the end of such paragraph shall be deleted
- 8 2 An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings
- 8 3 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 Directors or any committee of the Directors to one vote for every Director who he represents in addition to his

own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

## **9 Powers of Directors**

9 1 The quorum necessary for the transaction of the business of the Directors shall be two, except when there is only one Director. When there is only one Director, he may exercise all the powers conferred on Directors by these Articles

9 2 Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office

9 2 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested,

9 2 2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,

9 2 3 may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,

9 2 4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and

9 2 5 shall be entitled to vote and be counted in the quorum on any matter concerning Articles 9 2 1 to 9 2 4 above

## **9.3 For the purposes of this Article**

9 3 1 a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice,

9 3 2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and

9 3 3 an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise

9 4 Regulation 14 shall not apply to the Company

## **10 Indemnity**

10 1 Subject to Article 10 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

10 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, and including (in each case) any liability incurred by him in

defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs, and

10 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 10 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

10 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

10 3 In this Article

10 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

10 3 2 a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

## 11 Insurance

11 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

11 2 In this Article

11 2 1 a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),

11 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

11 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate