



THE COMPANIES ACTS 1985

Company Limited by Shares

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MEMORANDUM OF ASSOCIATION

and

ARTICLES OF ASSOCIATION

of

ERGON INVESTMENTS INTERNATIONAL LIMITED



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2074788

I hereby certify that

**ICI HOLDINGS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ERGON INVESTMENTS INTERNATIONAL LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 22 MARCH 1991

*M. Rose*  
M. ROSE

an authorised officer



# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 2074788

I hereby certify that

**IMPKEMIX (NO.32) LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**ICI HOLDINGS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 2 NOVEMBER 1989

A handwritten signature in cursive script, reading "F. A. Joseph.".

**F. A. JOSEPH**  
an authorised officer

Company no. 2074788

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN MEMBERS' RESOLUTIONS OF ERGON INVESTMENTS  
INTERNATIONAL LIMITED**

Passed 29 October 1999.

By written resolutions of the sole shareholder of the above named company dated 29 October 1999 the following resolutions were duly passed as resolutions of the Company

**Ordinary Resolution**

That the Directors appointment of KPMG Audit Plc to fill a casual vacancy in the office of auditor subject to the Memorandum and Articles of Association for the time being of the Company be and is hereby approved.

**Ordinary Resolution**

That the Authorised Share Capital of the Company be increased to £5,000,000,000 (five thousand million pounds) by the creation of 2,500,000,000 (two thousand five hundred million) additional shares of £1 each.

**Elective Resolution**

That by virtue of Section 386(1) the Company shall dispense with the annual obligation to appoint auditors.

**Elective Resolution**

That the provisions of Section 80A of the Companies Act 1985 ("the Act") shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of authority to the Directors for the allotment of shares, and accordingly the Directors are hereby authorised generally and unconditionally to allot any shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of the authorised (£5,000,000,000) but unissued share capital without limit in point of time to such persons upon such terms and in such manner as the Directors may decide.

### **Special Resolution**

Directors of the Company be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94 as defined for the purposes of Section 95 of the Act) for cash pursuant to the authority conferred by the previous resolution as if Section 89(1) of the Act did not apply to such allotment.

Dated this 29<sup>th</sup> day of October 1999



.....  
For and on behalf of  
Ergon Investments UK Limited

COMPANY NO 2074788  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
ERGON INVESTMENTS INTERNATIONAL LIMITED  
(Passed 7 May 1998)

At an Annual General Meeting of the above named Company, duly convened and held at Imperial Chemical House, Millbank, London SW1P 3JF, on 7 May 1998 the following resolution was duly passed as a Special Resolution of the Company:-

**SPECIAL RESOLUTION**

"That in accordance with the provisions of Section 250 of the Companies Act 1985 the Company, having been dormant since the financial year ending 31 December 1996, hereby excludes the provisions of Section 385 of the Companies Act 1985 from applying to the Company and no auditors will be appointed."

Dated this 13th day of May 1998

*P. A. Creak*

Chairman of the Meeting

COMPANY NO 2074788  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTION  
OF  
ERGON INVESTMENTS INTERNATIONAL LIMITED  
(Passed 7 May 1998)

At an Annual General Meeting of the above named Company, duly convened and held at Imperial Chemical House, Millbank, London SW1P 3JF, on 7 May 1998 the following resolution was duly passed as an Elective Resolution of the Company:-

ELECTIVE RESOLUTION

"That in accordance with the provisions of Section 252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the company in General Meeting in respect of the year ending 31 December 1998 and subsequent financial years".

Dated this 13th day of May 1998

P. A. Cusack  
Chairman of the Meeting

COMPANY NO 2074788  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTION  
OF  
ERGON INVESTMENTS INTERNATIONAL LIMITED  
(Passed 7 May 1998)

At an Annual General Meeting of the above named Company, duly convened and held at Imperial Chemical House, Millbank, London SW1P 3JF, on 7 May 1998 the following resolution was duly passed as an Elective Resolution of the Company:-

**ELECTIVE RESOLUTION**

"That in accordance with the provisions of Section 366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 1999 and subsequent years".

Dated this 13th day of May 1998

P.A. Creak.  
Chairman of the Meeting



COMPANY NO: 2074788

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ERGON INVESTMENTS INTERNATIONAL LIMITED

(Passed 27<sup>th</sup> June 1991)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 9 Millbank, London SW1P 3JF, on 27 June 1991, the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

- (2) That all the shares in the capital of the Company remaining unissued on or after the date of this resolution shall be under the control of the Directors of the company, who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit and they are hereby unconditionally authorised in that regard for a period of 5 years PROVIDED that no shares shall be issued at a discount."

Dated this 27th day of June 1991

Chairman of the Meeting

COMPANY NO: 2074788

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ERGON INVESTMENTS INTERNATIONAL LIMITED

(Passed 27 June 1991)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 9 Millbank, London SW1P 3JF, on 27 June 1991, the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

- (1) "That the Authorised Share Capital of the Company be increased from £500,000,000 to £2,500,000,000 by the creation of an additional 2,000,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the company."

Dated this 27th day of June 1991

Chairman of the Meeting

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

ICI HOLDINGS LIMITED

COMPANY NUMBER 2074788

We, the undersigned, being all the Members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved that the name of the Company be changed to:  
ERGON INVESTMENTS INTERNATIONAL LIMITED

DATED this 2nd day of January 1991

SIGNED: 

duly authorised for and on  
behalf of  
IMPERIAL CHEMICAL INDUSTRIES PLC

  
CACILIA MARIA LACHLAN

  
ANTHONY JOHN BOURNE

[Certificate of Incorporation on Change of Name to be sent to:

The Registrar  
Imperial Chemical Industries PLC  
Wexham Road  
Slough  
Berkshire  
SL2 5DS

Attention: Mr I C Parkinson

]

COMPANY NO: 2074788

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ICI HOLDINGS LIMITED

(Passed 10 July 1990)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 9 Millbank, London SW1P 3JF, on 10 July 1990, the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

- (3) "That KPMG Peat Marwick McLintock, Chartered Accountants, be and are hereby appointed Auditors of the Company in accordance with the provisions of Section 385A of the Companies Act 1985."

Dated this 10th day of July 1990

A handwritten signature in dark ink, appearing to read 'Nathan Sullivan', written in a cursive style.

Chairman of the Meeting

COMPANY NO: 2074788

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ICI HOLDINGS LIMITED

(Passed 10 July 1990)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 9 Millbank, London SW1P 3JF, on 10 July 1990, the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

- (2) That all the shares in the capital of the Company remaining unissued on or after the date of this resolution shall be under the control of the Directors of the company, who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit and they are hereby unconditionally authorised in that regard until 1 July 1995 PROVIDED that no shares shall be issued at a discount."

Dated this 10th day of July 1990



Chairman of the Meeting

COMPANY NO: 2074788

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

ICI HOLDINGS LIMITED

(Passed 10 July 1990)

At an Extraordinary General Meeting of the above named Company, duly convened and held at 9 Millbank, London SW1P 3JF, on 10 July 1990, the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

- (1) "That the Authorised Share Capital of the Company be increased from £100.00 to £500,000,000.00 by the creation of an additional 499,999,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the company."

Dated this 10th day of July 1990



Chairman of the Meeting

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

IMPKEMIX (NO. 32) LIMITED

COMPANY NUMBER 2074788

We, the undersigned, being all the Members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved that the name of the Company be changed to:  
ICI HOLDINGS LIMITED

DATED this ten day of October 1989

SIGNED: \_\_\_\_\_

duly authorised for and on  
behalf of  
IMPERIAL CHEMICAL INDUSTRIES PLC

Jonathan Sullivan  
JONATHAN DALE SULLIVAN

X A. J. Bourne  
ANTHONY JOHN BOURNE

[Certificate of Incorporation on Change of Name to be sent to:

The Registrar  
Imperial Chemical Industries PLC  
Wexham Road  
Slough  
Berkshire  
SL2 5DS

Attention: Mr I C Parkinson ]

COMPANY NO 2074788  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
IMPKEMIX (NO. 32) LIMITED  
(PASSED 12 OCTOBER 1987)

At an Extraordinary General Meeting of the above named Company duly convened and held at Thames House North, Millbank, London SW1 4QD on 12 October 1987, the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That in accordance with the provisions of Section 252 of the Companies Act 1985 the Company, having been dormant since incorporation on 17 November 1986, hereby excludes the provisions of Section 384 (1) of the Companies Act 1985 from applying to the Company and no auditors will be appointed."

Dated this 12th day of October 1987



Miss M J Hannant  
Chairman of the Meeting





CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 2074788

I hereby certify that

IMPKEMIX (NO.32) LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 17TH NOVEMBER 1986

P. N. Rowley  
MRS P.A. ROWLEY  
an authorised officer

**The Companies Act 1985**

**Company Limited by Shares**

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**MEMORANDUM**

**of**

**ASSOCIATION**

**of**

**ERGON INVESTMENTS INTERNATIONAL LIMITED**

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1. The name of the Company is ERGON INVESTMENTS INTERNATIONAL LIMITED.
2. The registered office of the Company is situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by and any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (b) To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

- (c) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, 'stock', obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- (d) To borrow or raise or secure the payment of money and for those and other purposes to mortgage or to charge the undertaking and all or any part of the property and rights of the Company present or after acquired, including uncalled capital and to create, issue, make draw, accept, and negotiate perpetual or redeemable debentures or debenture stock bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (e) To appoint any person or persons or a corporation to act as attorneys or agents of the Company for all or any of the purposes stated in the Memorandum of Association, with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, rights, privileges, concessions, licences, machinery, plant, stock-in-trade and any moveable or immovable property of any kind necessary or convenient for the purpose of, or in connection with the Company's business or any branch or department thereof.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (h) To lend and advance money or give credit to and to guarantee the debts and contracts of such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give guarantee or become security for any such persons firms or companies.
- (i) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (j) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (k) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within and hold, sell deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares stock or securities of and to subsidise or otherwise assist any such company.
- (l) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (m) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (n) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (o) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or

without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.

- (p) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital can be made except with the sanction (if any) for the time being required by law.
- (q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise.
- (r) To do all such other things as are incidental or conducive to the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancilliary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except when used in reference to the Company, shall be deemed to include any partnership or any body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

1. The authorised share capital of the Company was increased from One Hundred pounds (£100.00) to Five Hundred Million pounds (£500,000,000.00) by Ordinary Resolution dated 10 July 1990.
2. The authorised share capital of the company was increased from Five Hundred Million pounds (500,000,000.00) to Two Thousand Five Hundred Million Pounds (£2,500,000,000.00) by Ordinary Resolution dated 27 June 1991.
3. The authorised share capital of the Company was increased from Two Thousand Five Hundred Million pounds (£2,500,000,000.00) to Five Thousand Million pounds (£5,000,000,000.00) by Ordinary Resolution dated 29 October 1999.

WE, the several persons whose names and addresses 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

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Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
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Dr A. J. Bourne  
Imperial Chemical House,  
Millbank,  
London, S.W.1

One

Company Official



M. J. Hannant,  
Imperial Chemical House,  
Millbank,  
London, S.W.1

One

Company Official

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Dated the 7 day of Oct 1986

Witness to the above Signatures:-



Imperial Chemical House,  
Millbank,  
London, S.W.1

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ERGON INVESTMENTS INTERNATIONAL LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985, shall apply to the Company, with the exceptions of regulations 24, 40, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 79, 80, 81, 84, 85, 86, 91, 94, 95 and 100.

DEFINITION

2. In these Articles the term "Parent Company" shall mean Imperial Chemical Industries PLC.

PRIVATE COMPANY

3. (A) The Company is a Private Company.
- (B) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.



- (C) The Company shall not have power to issue share warrants to bearer.
- (D) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

#### SHARE CAPITAL

- 4. (A) The capital of the Company is £100 divided into 100 shares of £1 each.
- (b) All shares in the capital of the Company remaining unissued as at 1986 shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit and they are hereby unconditionally authorised in that regard until 1991 PROVIDED that such authority may be revoked or varied by the Company in general meeting at any time and FURTHER PROVIDED that no shares shall be issued at a discount.

#### TRANSFER OF SHARES

- 5. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

1. The authorised share capital of the Company was increased from One Hundred pounds (£100.00) to Five Hundred Million pounds (£500,000,000.00) by Ordinary Resolution dated 10 July 1990.
2. The authorised share capital of the company was increased from Five Hundred Million pounds (500,000,000.00) to Two Thousand Five Hundred Million Pounds (£2,500,000,000.00) by Ordinary Resolution dated 27 June 1991.
3. The authorised share capital of the Company was increased from Two Thousand Five Hundred Million pounds (£2,500,000,000.00) to Five Thousand Million pounds (£5,000,000,000.00) by Ordinary Resolution dated 29 October 1999.

PROCEEDINGS AT GENERAL MEETINGS

6. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
7. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

DIRECTORS

8. The number of Directors shall not be less than two and all Directors shall be appointed by the Parent Company. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company.
9. The Parent Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors, including any person or persons who are Directors of the Company at the

date of adoption of these Articles of Association, and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. The Parent Company may also in a similar manner appoint additional Directors.

10. Each of the Directors shall hold office until he is removed in manner provided by Article 9 or dies or vacates office under Article 18.
11. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

#### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject to Section 80 of the Companies Act 1985, if applicable, to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
14. 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 periods and on such terms (as to remuneration or 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 the fiduciary relation thereby established.
15. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other

company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors 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 they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

16. Each Director shall have the power to nominate any person approved by the Parent Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting
-

in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

17. The Directors shall cause minutes to be made in books provided for the purpose :

- (A) Of all appointments of officers made by the Directors;
- (B) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

VACATION OF OFFICE BY DIRECTORS

18. The office of Director shall be vacated if the Director :-

- (A) Becomes bankrupt or makes any arrangements or composition with his creditors generally; or

- (B) Becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) Becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (Not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
- (E) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

#### PROCEEDINGS OF DIRECTORS

19. The Chairman of the Board shall be appointed from amongst the Directors by the Parent Company who may also at any time and from time to time remove the Chairman and appoint any other person to be Chairman in his place. The method of appointment and removal shall be by notice in writing to



the Secretary of the Company signed by a duly authorised officer of the Parent Company. At any time when there is no such Chairman or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

MANAGING DIRECTOR

20. (A) The Parent Company may at any time and from time to time appoint by notice in writing to the Secretary of the Company by a duly authorised officer of the Parent Company any one or more of the Directors to the office of Managing Director on such terms and for such period as it thinks fit and may similarly revoke such appointment. Notwithstanding the period of such appointment, the appointment shall automatically determine if the Managing Director cease for any cause to be a Director.
- (B) A Managing Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the Parent Company may determine.
- (C) The Parent Company shall on appointing a Managing

Director determine the powers which he shall be entitled to exercise and in so determining may entrust to and confer upon him all or any of the powers of the Directors upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of the powers of the Directors, and the Parent Company may from time to time evoke, withdraw, alter or vary all or any of such powers.

#### LOCAL MANAGEMENT

21. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.
22. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being

vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local board or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

23. The Company may exercise all the powers conferred by Section 39 of the Companies Act 1985 to have an official seal for use abroad and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.
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Names, addresses and descriptions of Subscribers

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*A. J. Bourne*

Dr A.J. Bourne,  
Imperial Chemical House,  
Millbank,  
London, S.W.1

Company Official

*M. J. Hannant*

M. J. Hannant,  
Imperial Chemical House,  
Millbank,  
London, S.W.1

Company Official

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Dated the 7 day of Oct 1986

Witness to the above Signatures:-

*A. M. Ransom*

Imperial Chemical House,  
Millbank,  
London, S.W.1