

Company number 06000696



PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
TOKYO CHEMICAL INDUSTRY UK LTD
(the "Company")**

Circulated on 17 July 2013 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (the "**Resolutions**")

SPECIAL RESOLUTION

"THAT the authorised share capital of the Company be increased to £2,000 by the addition of £1,000 divided into 1,000 ordinary shares of £1 each ranking pari passu with existing ordinary shares of £1 each Clause 5 in the Company's memorandum of association is to be amended accordingly, and a copy of the amended memorandum and articles of association is attached to this resolution "

ORDINARY RESOLUTION

"THAT, in accordance with section 551 of the Companies Act 2006 and article 4(a) of the Company's articles of association, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000 within a period of five years from the date of the passing of this resolution This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Company Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities "

ORDINARY RESOLUTION

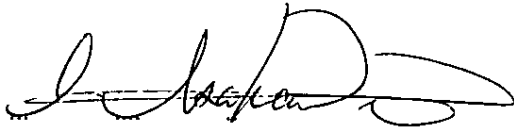
"**THAT** any director of the Company, notwithstanding any actual or potential conflict of interest or duty (the "**Conflict**") which may arise or may have arisen in relation to the Company allotting and issuing shares to TCI Deutschland GmbH ("**TCI-D**") (the "**Transactions**") by virtue of his being a director of TCI-D, be and hereby is authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed, on behalf of the Company, all such agreements, certificates, instruments or other documents and to take all such other and further actions as it may be necessary to have approved, executed, signed, delivered, performed and taken on behalf of the company in connection with the Transactions

In particular, it is noted that the position that each of the directors of the Company hold in TCI-D has been disclosed to the shareholder of the Company. On this basis, the shareholder authorises the Conflict and approves the Transactions "

AGREEMENT

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

The undersigned, being the sole shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



TCI Deutschland GmbH by its authorised director

Seichiro Asakawa

Dated 17 July 2013

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.