

Company number 6226624

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BP AROMATICS LIMITED
(the "Company")

WEDNESDAY



A57 *ALIBA0VT* 25/06/2008 184
COMPANIES HOUSE

Circulated on 30th April 2008 (the "**Circulation Date**")

Resolution will lapse on 28th May 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**the 2006 Act**"), the members of the Company recommend that the following resolution is passed as

A SPECIAL RESOLUTION (the "**Resolution**")

That the attached amended memorandum and articles of association be adopted by the Company

AGREEMENT

The undersigned, members entitled to vote on the Resolution on the Circulation Date, have read the notes at the end of this document and hereby irrevocably agree to the Resolution

for and on behalf of

BP Aromatics Holdings Limited

Dated: 30th April 2008

for and on behalf of

Kenilworth Oil Company Limited

Dated: 30th April 2008

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **Post** by returning the signed copy to Building 200, Chertsey Road, Sunbury-on-Thames, Middlesex, TW16 7BP
- **By Hand** by delivering the signed copy to Building 200, Chertsey Road, Sunbury-on-Thames, Middlesex, TW16 7BP
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Andrea.Thomas@uk.bp.com Please enter "Indemnity written resolution" and the company name in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless sufficient agreement has been received for the Resolution to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

No. 6226624 in England & Wales

COMPANIES ACTS 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

- AND -

ARTICLES OF ASSOCIATION

- OF -

BP AROMATICS LIMITED

(including all amendments up to 30 April 2008)

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BP AROMATICS LIMITED

- 1 The Company's name is "BP Aromatics Limited"
- 2 The Company's registered office is to be situated in England and Wales as the board of directors may determine from time to time. As from May 1, 2008 0 00 a.m. Belgium time onwards, the Company's seat of effective management will be situated in Belgium at Amocolaan 2, 2440 Geel, Belgium
- 3 The Company's objects are
 - (A)
 - (i) To carry on business as manufacturers, producers, refiners and distillers, storers, suppliers and distributors, importers and exporters of and dealers in chemicals and chemical derivatives (including aromatics and any derivatives thereof), plastic substances, mineral and vegetable oils, petroleum products and chemicals derived therefrom and any other organic and inorganic chemical and other materials
 - (ii) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise
 - (iii) To buy, sell, deal in, arrange, subscribe for or underwrite any investment including without limitation all derivatives, futures, options, swaps, contract for differences or any other financial or investments instruments, directly or indirectly related to or derived from, the commodities, whether such investments and instruments are traded on or off an exchange, or are for the creation of profit or the management of risk or otherwise.

- (iv) To engage in and carry on either for itself or others research into the manufacture of chemicals and plastics and their treatment, use and application
 - (v) To manufacture and deal in as agent or manager for any person, firm or company all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business
 - (vi) To provide managerial, technical and administrative services to any such person, firm or company engaged or about to engage in any branch of industry in the United Kingdom or elsewhere
- (B) To carry on the following businesses, namely, contractors, garage proprietors, filling station proprietors, owners and charterers of road vehicles, aircraft and ships and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air, forwarding, transport and commission agents, customs agents, stevedores, wharfingers, cargo, superintendents, packers, warehouse storekeepers, cold store keepers, hotel proprietors, caterers, publicans, consultants, advisers, financiers, bankers, advertising agents, insurance brokers, travel agents, ticket agents and agency business of all kinds and generally to provide entertainment for and render services of all kinds to others and to carry on any other trade or business which can in the opinion of the directors be advantageously carried on by the Company in connection with or ancillary to any of the business of the Company
- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let or hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified in clause 3, or which may be required by persons having, or about to have, dealings with the Company
- (D) To build, construct, maintain, alter, enlarge, pull down, remove, replace any buildings, shops, factories, offices, works, machinery and engines, and to work, manage and control these things
- (E) To enter into contracts, agreements and arrangements with any person for the carrying out by that person on behalf of the Company of any object for which the Company is formed
- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person carrying on any business which may in the opinion of the directors be capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or make profitable any of the Company's property or rights, or any property suitable for the purpose of the Company
- (G) To enter into any arrangement with a government or authority, whether national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to any object of the Company, and to obtain from that government or authority any right, privilege or

concession which in the opinion of the directors is desirable, and to carry out, exercise, and comply with that arrangement, right, privilege or concession

- (H) To apply for, purchase and by other means acquire, protect, prolong and renew any kind of patent, patent right, brevet d'invention, license, secret process, invention, trade mark, service mark, copyright, registered design, protection, concession and right of the same or similar effect or nature, and to use, turn to account, manufacture under and grant licenses and privileges in respect of those things, and to spend money in experimenting with, testing, researching, improving and seeking to improve any of those things
- (I) To acquire an interest in, amalgamate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, or with any employees of the Company To lend money to, guarantee the contracts of, and otherwise assist that person or those employees, and to take and otherwise acquire an interest in that person's shares or other securities and to sell, hold, re-issue, with or without guarantee, and otherwise deal with those shares or other securities
- (J) To lend money to, subsidise and assist any person, to act as agents for the collection, receipt and payment of money and generally to act as agents and brokers for and perform services for any person, and to undertake and perform sub-contracts
- (K) To enter into any guarantee or contract of indemnity or suretyship, and to provide security, including, without limitation, the guarantee and provision of security for the performance of the obligations of and the payment of any money (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including, without limitation, any body corporate which is for the time being the Company's holding company, the Company's subsidiary, a subsidiary of the Company's holding company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business of venture, with or without the Company receiving any consideration of advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by any other means For the purpose of paragraph (K) "guarantee" includes any obligation, however described, to pay, satisfy, pay, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person
- (L) To promote, finance, and assist any person for the purpose of acquiring all or any of the property, rights and undertaking or assuming the liabilities of the Company, and for any other purpose which may in the opinion of the directors directly or indirectly benefit the Company, and in that

connection to place, guarantee the placing of, underwrite, subscribe for, and otherwise acquire all or any part of the shares or other securities of a body corporate

- (M) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of incidental to the formation, registration, promotion and advertising of and raising money for the Company and the issue of its shares or other securities, including, without limitation, those incurred in connection with the advertising and offering of its shares or other securities for sale of subscription, brokerage and commissions for obtaining applications for and taking, placing, underwriting or procuring the underwriting of its shares or other securities
- (N) To remunerate any person for services rendered or to be rendered to the Company, including, without limitation, by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or part
- (O) To purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it
- (P) To receive money on deposit on any terms the directors think fit
- (Q) To invest and deal with the Company's money and funds in any way the directors think fit
- (R) To lend money and give credit with or without security
- (S) To borrow, raise and secure the payment of money in any way the directors think fit, including, without limitation, by the issue of debentures and other securities, perpetual or otherwise, charged on all or any of the Company's property (present or future) or its uncalled capital, and to purchase, redeem and pay off those securities
- (T) To remunerate any person for services rendered or to be rendered in placing, assisting and guaranteeing the placing and procuring the underwriting of any share or other security of the Company or of any person in which the Company may be interested or proposes to be interested, or in connection with the conduct of the business of the Company, including, without limitation, by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or in part
- (U) To acquire, hold, dispose of, subscribe for, issue, underwrite, place, manage assets belonging to others which include, advise on, enter into contracts or transactions in relation to or involving and in any other way deal with or arrange dealings with or perform any service or function in relation to (as applicable) shares, stocks, debentures, loans, bonds, certificates of deposit and other instruments creating or acknowledging indebtedness, government, public or other securities, warrants, certificates representing securities or other obligations, units in collective investment schemes, options, futures, spot or forward contracts, contracts for differences or other investments or obligations, currencies, interest rates, precious metals or other commodities, any index (whether related in

any way to any of the foregoing or otherwise), any right to, any right conferred by or any interest or any obligation in relation to any of the foregoing and any financial instrument or product deriving from or in any other way relating to any of the foregoing or of any nature whatsoever, and any transaction which may seem to be convenient for hedging the risks associated with any of the foregoing

- (V) To co-ordinate, finance and manage the business and operation of any person in which the Company has an interest
- (W) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (X) To sell, lease, exchange, let on hire and dispose of any real or personal property and the whole or part of the undertaking of the Company, for such consideration as the directors think fit, including, without limitation, for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company To hold any shares, debentures and other securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or part of the property and rights of the Company
- (Y) To adopt any means of publicising and making known the business, services and products of the Company as the directors think fit, including, without limitation, advertisement, publication and distribution of notices, circulars, books and periodicals, purchase and exhibition of works of art and interest and granting and making of prizes, rewards and donations
- (Z) To support, subscribe to and contribute to any charitable or public object and any institution, society and club which may be for the benefit of the Company or persons who are or were directors, officers or employees of the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company, or which may be connected with any town or place where the Company carries on business To subsidise and assist any association of employers or employees and any trade association To grant pensions, gratuities, annuities and charitable aid and to provide advantages, facilities and services to any person (including any director or former director) who may have been employed by or provided services to the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company and to the spouses, children, dependents and relatives of those persons and to make advance provision for the payment of those pensions, gratuities and annuities by establishing or acceding to any trust, scheme or arrangement (whether or not capable of approval by the competent tax authorities) the directors think fit, to appoint trustees and to act as trustee of any trust, scheme or arrangement, and to make payments towards insurance for the benefit of those persons and their spouses, children, dependents and relatives
- (AA) To establish and contribute to any scheme for the purchase or subscription by trustees of shares or other securities of the Company to be held for the benefit of the employees of the Company, any subsidiary

of the Company or any person allied to or associated with the Company, to lend money to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with the employees

- (BB) To apply for, promote and obtain any act of parliament and any order or licence of any government department or authority to enable the Company to carry any of its objects into effect, to effect any modification of the Company's constitution and for any other purpose which the directors think fit, and to oppose any proceeding or application which may in the opinion of the directors directly prejudice the Company's interests
- (CC) To establish, grant and take up agencies, and do to all other things the directors may deem conducive to the carrying on of the Company's business as principal or agent, and to remunerate any person in connection with the establishment or granting of an agency on the terms and conditions the directors think fit
- (DD) To distribute among the shareholders in specie any of the Company's property and any proceeds of sale or disposal of any of the Company's property and for that purpose to distinguish and separate capital from profits, but no distribution amounting to a reduction of capital may be made without any sanction required by law
- (EE) To purchase and maintain insurance for the benefit of any person who is or was an officer or employee of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was trustee of any retirement benefits scheme or any other trust in which any officer or employee or former officer or employee is or has been interested, indemnifying that person against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against
- (FF) To amalgamate with any other person and to procure the Company to be registered or recognised in any part of the world
- (GG) To do all or any of the following things provided in any paragraph of clause 3
 - (i) in any part of the world,
 - (ii) as principal, agent, contractor, trustee or otherwise,
 - (iii) by or through trustees, agents, subcontractors or otherwise, and
 - (iv) alone or with another person or persons
- (II) To do all the things that are in the opinion of the directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers

- (JJ) The objects specified in each paragraph of clause 3 shall, except where otherwise provided in that paragraph, be regarded as independent objects, and are not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of clause 3 or the objects or powers specified or conferred in or by them is deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph. The Company has as full a power to exercise all or any of the objects or powers provided in each paragraph as if each paragraph contained the objects of a separate company.
- (KK) In clause 3, a reference to a "person" includes a reference to a body corporate, association or partnership whether domiciled in the United Kingdom, Belgium or elsewhere and whether incorporated or unincorporated.

4 The liability of the members is limited

The authorised share capital of the Company is 420,000,000 Euro

WE, the subscribers of this memorandum of association, wish to be formed into a Company pursuant to this memorandum, and we agree to take the number of shares in the capital of the Company shown opposite our respective names

NAMES AND ADDRESSES OF SUBSCRIBER

Numbers of
shares taken by
Subscriber

For and on behalf of
BP Aromatics Holdings Limited
Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP

One

DATED the 24th day of April 2007

WITNESS to the above signature

Remi Ladega
Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP

ARTICLES OF ASSOCIATION

OF

BP AROMATICS LIMITED

PRELIMINARY

- 1 The regulations in Table A in the UK Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former enactment relating to companies shall not apply to the Company
- 2 In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite them respectively -

The Articles	These Articles of Association as from time to time amended
The Company	The company to which these Articles relate
Office	The seat of effective management of the Company for the time being
In writing	Written or produced by any substitute for writing or partly one and partly another

The expression "secretary" shall include any assistant secretary and any person appointed by the directors to perform any of the duties of the secretary, and where two or more persons are appointed to act as joint secretaries shall include any one of those persons

Words denoting the singular shall include the plural and vice versa Words denoting the masculine shall include the feminine Words denoting persons shall include bodies corporate and unincorporate

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or any applicable laws

NAME - LEGAL FORM - DURATION

- 3 The Company's name is "BP Aromatics Limited" The Company has the legal form of a limited liability company and has an unlimited duration The liability of the members is limited

SEAT

- 4 The registered office of the Company is to be situated in England and Wales as the board of directors may determine from time to time

As from May 1, 2008 0 00 a.m. Belgium time onwards, the Company's seat of effective management will be situated in Belgium at Amocolaan 2, 2440 Geel, Belgium It may be transferred to any other place in Belgium by resolution of the board of directors, except if such transfer involves a change of the language of these articles of association pursuant to the applicable language regulations In such case, the transfer of the seat of effective management must be decided by the general meeting

The Company may establish, in Belgium and abroad, by resolution of the board of directors, places of business, administrative offices and branches

OBJECTS

- 5 The Company's objects are

(A)

- (i) To carry on business as manufacturers, producers, refiners and distillers, storers, suppliers and distributors, importers and exporters of and dealers in chemicals and chemical derivatives (including aromatics and any derivatives thereof), plastic substances, mineral and vegetable oils, petroleum products and chemicals derived therefrom and any other organic and inorganic chemical and other materials
- (ii) To carry on any other business or activity of any nature whatsoever which may seem to the directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise
- (iii) To buy, sell, deal in, arrange, subscribe for or underwrite any investment including without limitation all derivatives, futures, options, swaps, contract for differences or any other financial or investments instruments, directly or indirectly related to or derived from, the commodities, whether such investments and instruments are traded on or off an exchange, or are for the creation of profit or the management of risk or otherwise
- (iv) To engage in and carry on either for itself or others research into the manufacture of chemicals and plastics and their treatment, use and application

- (v) To manufacture and deal in as agent or manager for any person, firm or company all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business
 - (vi) To provide managerial, technical and administrative services to any such person, firm or company engaged or about to engage in any branch of industry in the United Kingdom or elsewhere
- .
- (B) To carry on the following businesses, namely, contractors, garage proprietors, filling station proprietors, owners and charterers of road vehicles, aircraft and ships and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air, forwarding, transport and commission agents, customs agents, stevedores, wharfingers, cargo, superintendents, packers, warehouse storekeepers, cold store keepers, hotel proprietors, caterers, publicans, consultants, advisers, financiers, bankers, advertising agents, insurance brokers, travel agents, ticket agents and agency business of all kinds and generally to provide entertainment for and render services of all kinds to others and to carry on any other trade or business which can in the opinion of the directors be advantageously carried on by the Company in connection with or ancillary to any of the business of the Company
 - (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let or hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified in clause [5], or which may be required by persons having, or about to have, dealings with the Company
 - (D) To build, construct, maintain, alter, enlarge, pull down, remove, replace any buildings, shops, factories, offices, works, machinery and engines, and to work, manage and control these things
 - (E) To enter into contracts, agreements and arrangements with any person for the carrying out by that person on behalf of the Company of any object for which the Company is formed
 - (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person carrying on any business which may in the opinion of the directors be capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or make profitable any of the Company's property or rights, or any property suitable for the purpose of the Company
 - (G) To enter into any arrangement with a government or authority, whether national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to any object of the Company, and to obtain from that government or authority any right, privilege or concession which in the opinion of the directors is desirable, and to carry out, exercise, and comply with that arrangement, right, privilege or concession
 - (H) To apply for, purchase and by other means acquire, protect, prolong and renew any kind of patent, patent right, brevet d'invention, license, secret process, invention, trade mark, service mark, copyright, registered design, protection, concession and right of the same or similar effect or nature, and to use, turn to account, manufacture under and grant licenses and privileges in respect of those things, and to spend money in experimenting with, testing, researching, improving and seeking to improve any of those things

- (I) To acquire an interest in, amalgamate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, or with any employees of the Company To lend money to, guarantee the contracts of, and otherwise assist that person or those employees, and to take and otherwise acquire an interest in that person's shares or other securities and to sell, hold, re-issue, with or without guarantee, and otherwise deal with those shares or other securities
- (J) To lend money to, subsidise and assist any person, to act as agents for the collection, receipt and payment of money and generally to act as agents and brokers for and perform services for any person, and to undertake and perform sub-contracts
- (K) To enter into any guarantee or contract of indemnity or suretyship, and to provide security, including, without limitation, the guarantee and provision of security for the performance of the obligations of and the payment of any money (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including, without limitation, any body corporate which is for the time being the Company's holding company, the Company's subsidiary, a subsidiary of the Company's holding company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business of venture, with or without the Company receiving any consideration of advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by any other means For the purpose of paragraph (K) "guarantee" includes any obligation, however described, to pay, satisfy, pay, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person
- (L) To promote, finance, and assist any person for the purpose of acquiring all or any of the property, rights and undertaking or assuming the liabilities of the Company, and for any other purpose which may in the opinion of the directors directly or indirectly benefit the Company, and in that connection to place, guarantee the placing of, underwrite, subscribe for, and otherwise acquire all or any part of the shares or other securities of a body corporate
- (M) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of incidental to the formation, registration, promotion and advertising of and raising money for the Company and the issue of its shares or other securities, including, without limitation, those incurred in connection with the advertising and offering of its shares or other securities for sale of subscription, brokerage and commissions for obtaining applications for and taking, placing, underwriting or procuring the underwriting of its shares or other securities
- (N) To remunerate any person for services rendered or to be rendered to the Company, including, without limitation, by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or part
- (O) To purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it
- (P) To receive money on deposit on any terms the directors think fit

- (Q) To invest and deal with the Company's money and funds in any way the directors think fit
- (R) To lend money and give credit with or without security
- (S) To borrow, raise and secure the payment of money in any way the directors think fit, including, without limitation, by the issue of debentures and other securities, perpetual or otherwise, charged on all or any of the Company's property (present or future) or its uncalled capital, and to purchase, redeem and pay off those securities
- (T) To remunerate any person for services rendered or to be rendered in placing, assisting and guaranteeing the placing and procuring the underwriting of any share or other security of the Company or of any person in which the Company may be interested or proposes to be interested, or in connection with the conduct of the business of the Company, including, without limitation, by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or in part
- (U) To acquire, hold, dispose of, subscribe for, issue, underwrite, place, manage assets belonging to others which include, advise on, enter into contracts or transactions in relation to or involving and in any other way deal with or arrange dealings with or perform any service or function in relation to (as applicable) shares, stocks, debentures, loans, bonds, certificates of deposit and other instruments creating or acknowledging indebtedness, government, public or other securities, warrants, certificates representing securities or other obligations, units in collective investment schemes, options, futures, spot or forward contracts, contracts for differences or other investments or obligations, currencies, interest rates, precious metals or other commodities, any index (whether related in any way to any of the foregoing or otherwise), any right to, any right conferred by or any interest or any obligation in relation to any of the foregoing and any financial instrument or product deriving from or in any other way relating to any of the foregoing or of any nature whatsoever, and any transaction which may seem to be convenient for hedging the risks associated with any of the foregoing
- (V) To co-ordinate, finance and manage the business and operation of any person in which the Company has an interest
- (W) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (X) To sell, lease, exchange, let on hire and dispose of any real or personal property and the whole or part of the undertaking of the Company, for such consideration as the directors think fit, including, without limitation, for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company To hold any shares, debentures and other securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or part of the property and rights of the Company
- (Y) To adopt any means of publicising and making known the business, services and products of the Company as the directors think fit, including, without limitation, advertisement, publication and distribution of notices, circulars, books and periodicals, purchase and exhibition of works of art and interest and granting and making of prizes, rewards and donations

- (Z) To support, subscribe to and contribute to any charitable or public object and any institution, society and club which may be for the benefit of the Company or persons who are or were directors, officers or employees of the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company, or which may be connected with any town or place where the Company carries on business To subsidise and assist any association of employers or employees and any trade association To grant pensions, gratuities, annuities and charitable aid and to provide advantages, facilities and services to any person (including any director or former director) who may have been employed by or provided services to the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company and to the spouses, children, dependents and relatives of those persons and to make advance provision for the payment of those pensions, gratuities and annuities by establishing or acceding to any trust, scheme or arrangement (whether or not capable of approval by the competent tax authorities) the directors think fit, to appoint trustees and to act as trustee of any trust, scheme or arrangement, and to make payments towards insurance for the benefit of those persons and their spouses, children, dependents and relatives
- (AA) To establish and contribute to any scheme for the purchase or subscription by trustees of shares or other securities of the Company to be held for the benefit of the employees of the Company, any subsidiary of the Company or any person allied to or associated with the Company, to lend money to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with the employees
- (BB) To apply for, promote and obtain any act of parliament and any order or licence of any government department or authority to enable the Company to carry any of its objects into effect, to effect any modification of the Company's constitution and for any other purpose which the directors think fit, and to oppose any proceeding or application which may in the opinion of the directors directly prejudice the Company's interests
- (CC) To establish, grant and take up agencies, and do to all other things the directors may deem conducive to the carrying on of the Company's business as principal or agent, and to remunerate any person in connection with the establishment or granting of an agency on the terms and conditions the directors think fit
- (DD) To distribute among the members in specie any of the Company's property and any proceeds of sale or disposal of any of the Company's property and for that purpose to distinguish and separate capital from profits, but no distribution amounting to a reduction of capital may be made without any sanction required by law
- (EE) To purchase and maintain insurance for the benefit of any person who is or was an officer or employee of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was trustee of any retirement benefits scheme or any other trust in which any officer or employee or former officer or employee is or has been interested, indemnifying that person against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against
- (FF) To amalgamate with any other person and to procure the Company to be registered or recognised in any part of the world

- (GG) To do all or any of the following things provided in any paragraph of clause [5]
- (i) in any part of the world,
 - (ii) as principal, agent, contractor, trustee or otherwise,
 - (iii) by or through trustees, agents, subcontractors or otherwise, and
 - (iv) alone or with another person or persons
- (II) To do all the things that are in the opinion of the directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers
- (JJ) The objects specified in each paragraph of clause [5] shall, except where otherwise provided in that paragraph, be regarded as independent objects, and are not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of clause [5] or the objects or powers specified or conferred in or by them is deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph. The Company has as full a power to exercise all or any of the objects or powers provided in each paragraph as if each paragraph contained the objects of a separate company
- (KK) In clause [5], a reference to a "person" includes a reference to a body corporate, association or partnership whether domiciled in the United Kingdom, Belgium or elsewhere and whether incorporated or unincorporated

SHARE CAPITAL

6 A The issued share capital of the Company is Euro 420,000,000 divided into 420,000,000 ordinary shares of 1 Euro each. The share capital (and share premium account) may be increased or reduced in accordance with the applicable laws and the Articles. Shares may be divided into several classes and be granted such preferred, deferred or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the applicable laws.

B The board of directors has been expressly authorised to increase the share capital in one or more transactions with a (cumulated) amount equal to twenty two million six hundred and sixty five thousand five hundred and three Euro (22 665 503 €). The board of directors can exercise this power until 31 December 2012. This authorisation may be renewed in accordance with the applicable laws.

The capital increases to which can be decided pursuant to this authorisation, take place in accordance with the modalities to be determined by the board of directors, (i) by means contribution in cash or in kind, (ii) through conversion of reserves and issuance premiums, with or without issuance of new shares, with or without voting rights. The board of directors can also use this authorisation for the issuance of convertible bonds, subordinated or not subordinated, warrants or bonds to which warrants or other tangible values are connected, or other securities.

When exercising its authorisation within the framework of the authorised capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the Company, subject to the applicable legal

limitations This limitation or cancellation can also occur to the benefit of the employees of the company or its subsidiaries, and to the benefit of one or more specific persons even if these are not employees of the company or its subsidiaries

- 7 Subject to the applicable laws, the Company may purchase its own shares

TRANSFER OF SHARES

- 8 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor
- 9 All shares are and shall remain in registered form The ownership of the shares shall be exclusively established by an entry in the share register Any share transfer shall only be effective vis-à-vis the Company and third parties once the transfer declaration, dated and signed by the transferor and the transferee or by their attorneys-in-fact, has been recorded in the share register

The shares can be freely transferred to members and to third parties

GENERAL MEETINGS

- 10 Each year, the ordinary general meeting is held on the second Wednesday of June at fourteen hours (14 00p m] If this day is a bank holiday, the meeting shall take place on the following working day at the same time

In addition, a general meeting may be convened by the board of directors, the auditors or, as the case may be, the liquidators at any time when the interest of the company so requires The general meeting must be convened if one or more members representing at least one fifth (20%) of the company's registered capital so request

General meetings are held at the Company's Office or at any other place indicated in the notice of the meeting

All general meetings other than annual general meetings shall be called extraordinary general meetings In addition to the annual general meeting, a general meeting may be convened by the board of directors, the auditors or, as the case may be, the liquidators at any time when the interest of the Company so requires

NOTICE OF GENERAL MEETINGS

- 11 All general meetings shall be called by a notice sent to the members, the directors and the auditors, as well as to the other persons who, pursuant to applicable laws, must be convened to general meetings, at least fifteen calendar days before the date

of the meeting The notice is sent by registered letter, unless the addressees individually and explicitly agreed in writing to receive it by letter, fax, e-mail

- 12 The notice includes the agenda of the meeting and shall specify the time, day and place of the meeting A copy of the documents that must be made available to the members, the directors and the auditors pursuant to the applicable laws is sent to them at the same time as the notice These persons may, however, before or after the general meeting, waive their right to appeal to the fact that these documents were not made available to them or that no copy of the documents was sent to them 13 In order to be admitted to the general meeting, members must, if the notice so requires, notify the board of directors or, as the case may be, the liquidators of their intention to attend the general meeting at least three working days before the date of such meeting by letter, fax or e-mail

PROCEEDINGS AT GENERAL MEETINGS

- 14 No business shall be transacted at any general meeting unless a quorum of members is present Except where applicable law provides for a more stringent quorum requirement, a quorum for a general meeting shall be a single member or members present in person or by proxy and holding or representing the holder or holders of not less than fifty per cent of the shares in the capital of the Company
- 15 The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman the members present may elect one of their number to be chairman of the meeting The chairman of the general meeting appoints a secretary Upon proposal of the chairman of the general meeting, the meeting may appoint one or more tellers
- 16 Directors shall be entitled to attend and speak at all general meetings of the Company
- 17 Every member present in person or by proxy shall have one vote for each share of which he is the holder
- 18 Resolutions of the general meeting are validly adopted by a simple majority of the votes cast, unless the applicable law requires a special majority
- 19 Subject to the applicable laws and except for resolutions recorded in a notarial deed and the annual general meeting, all or any of the members may participate in a general meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, at the Office of the Company
- 20 Except for resolutions recorded in a notarial deed and subject to applicable laws, the members may adopt all resolutions within the powers of the general meeting by unanimous written consent To this end, a document setting out the proposed resolutions is sent to all members, as well as a copy of the documents that must be made available to them pursuant to the applicable laws, by letter, fax or e-mail, with

the request to return the document, dated and signed, to the Office of the Company or to any other place specified in the document. The signatures can be placed either on one single document or on more than one original of such document. The written resolutions are deemed to have been adopted on the date of the last signature or on the date specified in the aforementioned document and shall be as effectual as if passed at a general meeting duly convened.

- 21 A member may appoint a proxy in writing. A written instrument appointing a proxy shall be under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or duly authorised attorney and may be in such form as the directors may specify from time to time, failing which it may be in any usual or common form. A proxy need not be a member of the Company.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office of the Company or at such other place as is specified for that purpose in the notice convening the meeting any time prior to the time of the holding of the meeting at which the person named in the instrument proposes to vote.

- 22 The resolutions of the general meeting are recorded in minutes signed by the chairman, the members of the bureau and the members who wish to do so. Proxies are attached to the minutes of the meeting for which they were given. The minutes are kept in a special minute book.
- 23 Extracts and copies of the minutes are only valid when signed by the chairman of the board of directors, a managing director or two directors.

DIRECTORS AND THEIR APPOINTMENT

- 24 The company is managed by a board of directors, consisting of at least three directors, who can be individuals or legal entities and who need not be members. The directors are appointed for a term of no more than six years by the general meeting, which is entitled to dismiss them at any time.

If it appears at a general meeting that the Company no longer has more than two members, the board of directors may consist of only two directors until the next general meeting where it is demonstrated, by any legal means, that the Company has more than two members. As long as the board of directors consists of two directors, the provision in the Articles granting a casting vote to the chairman of the board of directors shall be suspended.

The directors may be re-elected for a new term.

- 25 Should any of the mandates of director become vacant, whatever the reason may be, the remaining directors shall have the right to temporarily fill such vacancy. The newly appointed director completes the term of the director whom he replaces. The next general meeting shall make the final appointment. In case of more than one vacancy, the remaining directors shall have the right to temporarily fill all such vacancies simultaneously.
- 26 As long as the general meeting or the board of directors has not filled a vacancy, whatever the reason may be, the director whose term has expired continues to carry

out his/her duties if otherwise the board of directors would not consist of the minimum number of members

- 27 The mandate of director shall not be remunerated, unless decided otherwise by the general meeting. The directors shall be reimbursed for normal and justified expenses incurred in the exercise of their mandate, which shall be recorded as general expenses and paid out of the funds of the Company.

POWERS OF THE BOARD OF DIRECTORS

- 28 Subject to the applicable legal provisions and these Articles, the business of the Company shall be managed by the board of directors who may exercise all the powers of the Company and perform all acts necessary or useful for the realisation of the objects of the company, except those which are reserved by law to the general meeting. No alteration of these Articles shall invalidate any prior act of the board of directors which would have been valid if that alteration had not been made. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF BOARD OF DIRECTORS' POWERS

- 29 (A) On its own responsibility, the board of directors may create among its members one or more advisory committees, including an audit committee, a nomination committee, a remuneration committee and a strategic committee. The conditions for the appointment and dismissal, the remuneration and the length of the mandate of the members of the advisory committees and their operating procedures are determined by the board of directors.

The board of directors may delegate its powers to a management committee ("comité de direction" / "directiecomité"). Such delegation may, however, relate neither to the Company's general policy nor to those matters which are reserved by law to the board of directors. The management committee consists of two or more persons, who need not be directors. The conditions for the appointment and dismissal, the remuneration and the length of the mandate of the members of the management committee and its operating procedures are determined by the board of directors. The board of directors is entrusted with the supervision of the management committee.

The board of directors may delegate the day-to-day management of the company to one or more persons, who may act alone. Where the person in charge of the day-to-day management is also a director, he shall bear the title of managing director. If not, he shall bear the title of general manager.

The board of directors may delegate specific powers to one or more special attorneys-in-fact.

The board of directors determines the remuneration of the persons to whom it delegates powers. This remuneration may be fixed or variable.

- (B) Any such delegation made in accordance with this article may be made subject to any conditions the board of directors may impose and may be revoked or altered at any time

REPRESENTATION

- 30 The Company is validly represented in dealings with third parties and in legal proceedings by one director acting alone

Within the scope of daily management, any person in whom these powers have been vested also validly represents the Company and may act alone

Within the scope of the powers that can be delegated to a management committee, the Company is also validly represented by one member of the management committee acting alone

Within the scope of their specific powers, the Company is also validly represented by special attorneys-in-fact appointed by the board of directors

DIRECTORS' INTERESTS

- 31 Subject to the applicable laws , and provided that he has disclosed to the directors the nature and extent of any material interest he may have in accordance with the applicable conflict of interest procedures, a director notwithstanding his office -

(A) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and

(B) 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 otherwise interested

- 32 Subject to more stringent mandatory conflict of interest procedures, for the purposes of the preceding article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified. 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

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 33 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. A notice of a board meeting must be given at least three calendar days before the meeting, except in case of emergency. In case of emergency, the nature of and reasons for the emergency should be specified in the notice. The notices are valid if delivered by letter, fax or e mail

The board of directors may not discuss any items that are not on the agenda, unless all directors are present or represented at the meeting and unanimously consent to do so. A director who attends or is represented at a meeting is deemed to have been

properly notified of such meeting. A director may also waive his/her right to appeal to any lack or irregularity of notice before or after a meeting at which he is not present or represented.

The meetings of the board of directors are held at the place indicated in the notice, either in Belgium or exceptionally abroad.

- 34 Any director may grant a proxy to another director in order to be represented at a specific meeting. Such proxies must be recorded in a proxy form bearing the director's signature and must be notified to the board of directors by letter, fax or e-mail.

Any director may represent more than one of his/her fellow directors and may cast, in addition to his/her own vote, as many votes as he has proxies.

- 35 The board of directors may validly deliberate and vote only if at least one half of its members are present or represented, provided that at least two directors are present. If this condition is not satisfied, a new meeting may be convened, which, regardless of the number of directors present or represented, shall validly deliberate and vote on all points on the agenda of the previous meeting, provided that at least two directors are present. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

- 36 Each resolution of the board of directors is adopted by a simple majority of the votes cast by the directors present or represented and, in the event of one or more abstentions or blank votes, by a majority of the votes of the other directors. In the case of an equality of votes, the chairman shall have a second or casting vote.

All or any of the directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place at the Office of the Company.

- 37 In exceptional circumstances, where the urgency of the matter and the interests of the company so require, board resolutions may be approved by unanimous written consent of all directors. To this end, a document setting out the proposed resolutions is sent to all directors by letter, fax or e-mail, with the request to return the document, dated and signed, to the Office of the Company or to any other place specified in the document. The signatures can be placed either on one single document or on more than one original of such document. The written resolutions are deemed to have been adopted on the date of the last signature or on the date specified in the aforementioned document. This written procedure may not be used for the approval of the annual accounts or the authorised capital.

- 38 The sole continuing director may act notwithstanding any vacancies in the board but only for the purpose of calling a general meeting.

- 39 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which

he is present But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting

40 Save as otherwise provided by these Articles a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which, directly or indirectly, he has an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -

- (A) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries,
- (B) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- (C) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange, or
- (D) the resolution relates in any way to a retirement benefits scheme or an employees' share scheme which has been approved, or is conditional upon approval, by the competent tax authorities for taxation purposes, or by the Company in general meeting

For the purposes of this article, an interest of a person who is connected with a director shall be treated as an interest of the director

SECRETARY

41 Subject to the applicable laws , the secretary shall be appointed by the directors for such term and upon such conditions as they may think fit, and any secretary so appointed may be removed in like manner

THE SEAL

42 Any instrument to which the seal is affixed shall be signed by either -

- (A) One director acting alone, or
- (B) Within the scope of daily management, by a person in whom these powers have been vested by resolution of the board of directors, or

(C) By a person or persons duly authorised for that purpose by resolution of the board of directors, or

(C) Unless prohibited by the applicable laws, any instrument signed by (i) One director acting alone, (ii) by a person or persons duly authorised for that purpose by resolution of the board of directors, or (iii) within the scope of daily management, by a person in whom these powers have been vested by resolution of the board of directors, and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf

ANNUAL ACCOUNTS – DISTRIBUTION OF PROFITS – DIVIDENDS

- 43 The financial year starts on 1 January and ends on 31 December of the same calendar year

At the end of each financial year, the board of directors draws up the inventory and prepares the annual accounts of the Company in accordance with applicable laws

The board of directors also produces an annual report if and in the manner required by the applicable laws

- 44 Each year, the general meeting allocates at least one twentieth (5%) of the net profits of the Company to a "legal reserve" account. Such allocations cease to be mandatory once the legal reserve amounts to one tenth (10%) of the share capital

Upon a motion of the board of directors, the annual general meeting votes on the allocation of the balance of the profits

- 45 The payment of dividends declared by the general meeting occurs at the date and the place determined by the general meeting or by the board of directors

Uncollected dividends become time-barred after five years and are granted to the Company

The board of directors may decide to pay an interim dividend in accordance with the conditions provided for by the applicable laws

Any dividend or interim dividend payment made in breach of the applicable legal provisions must be reimbursed by the members who received it if the Company can prove that the members knew or, in view of the circumstances, should have known that there was an irregularity in the payments made in their favour

The Company may, upon the recommendation of the directors and subject to the individual approval of the members receiving such payment in kind, direct payment of a dividend in whole or in part by the distribution of specific assets

AUDITORS

- 46 One or more statutory auditors shall be appointed by the general meeting in the manner provided by the applicable laws

CAPITALISATION OF PROFITS

- 47 The Company by resolution of the general meeting (deciding with a quorum and a majority as required for a modification of these Articles) may resolve to capitalise any undivided profits of the Company or any sum standing to the credit of the Company's reserve accounts or share premium account or otherwise available for distribution

NOTICES

- 48 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. A member may also waive his right to appeal to any lack or irregularity of notice before or after a meeting at which he is not present or represented
- 49 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title

INDEMNITY, DEFENCE COSTS AND INSURANCE

- 50 (A) To the extent permitted by The Companies Act 1985 (as amended by the Companies Act 1989 and including any statutory modification thereto, or re-enactment thereof for the time being in force) and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him or her (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him
- (i) to the Company or to any associated company, or
 - (ii) to pay a fine imposed in criminal proceedings, or
 - (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
 - (iv) in defending any criminal proceedings in which he is convicted, or
 - (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or
 - (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
 - (a) section 144(3) or (4) (acquisition of shares by innocent nominee), or
 - (b) section 727 (general power to grant relief in case of honest and reasonable conduct)
- (B) In article 51(A)(iv),(v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final

- (i) if not appealed against, at the end of the period for bringing an appeal, or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of

An appeal is disposed of

- (i) if it is determined and the period for bringing any further appeal has ended, or
- (ii) if it is abandoned or otherwise ceases to have effect

(C) In article 51, "associated company" in relation to the Company, means a company which is a subsidiary of the Company or a holding company of or a subsidiary of any holding company of the Company

(D) Without prejudice to article 51(A) or to an indemnity to which a director may otherwise be entitled, and to the extent permitted by the Companies Act 1985 and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) (acquisition of shares by innocent nominee) or section 727 (general power to grant relief in case of honest and reasonable conduct) or to enable a director to avoid incurring any such expenditure

WINDING UP

- 51 In the event of the Company being wound up with a liquidation, one or more liquidators are appointed by the general meeting

If no liquidators are appointed by the general meeting, the directors of the company are deemed to be liquidators, not only in order to receive or to be served notices or summons, but also in order to actively liquidate the Company vis-à-vis third parties as well as vis-à-vis the members. In such case, they form a board

Unless otherwise specified in the appointment deed, the liquidators have the most extended powers provided for by law

The general meeting determines the method of liquidation

GENERAL PROVISIONS

- 52 All directors, auditors and liquidators having their domicile or registered office outside Belgium are deemed, even after the expiration of their mandate, to have elected domicile at the Office of the Company, where all communications, notices, summonses and writs relating to the exercise of their mandate can be validly served on them

The members must notify the Company of any change of domicile or registered office. If they fail to do so, they are deemed to have elected domicile at their former domicile or registered office

For the purposes of these Articles, Saturdays, Sundays and public holidays are not deemed to be working days

WE, the subscribers of this memorandum of association, wish to be formed into a Company pursuant to this memorandum, and we agree to take the number of shares in the capital of the Company shown opposite our respective names

NAMES AND ADDRESSES OF SUBSCRIBER	Numbers of shares taken by Subscriber
-----------------------------------	---

For and on behalf of BP Aromatics Holdings Limited Chertsey Road Sunbury on Thames Middlesex TW16 7BP	One
--	-----

DATED the 24th day of April 2007

WITNESS to the above signature