



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **9303101**

The Registrar of Companies for England and Wales, hereby certifies that

ELEMENTIS FINANCE (US) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on **10th November 2014**



N093031014



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

BLUEPRINT

2000

Application to register a company

FEE PAID

£ 100

20

COMPANIES HOUSE

£200
CL R23

The fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a
private or public company

X What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

MONDAY



LD1 10/11/2014 #45
COMPANIES HOUSE

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Elementis Finance (US) Limited

For official use

9303101

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☒ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number 10

Street Albemarle Street

Post town London

County/Region

Postcode W 1 S 4 H H

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	Wai Chung
Surname	Wong
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ①**

Building name/number	The Company's Registered Office						
Street							
Post town							
County/Region							
Postcode							
Country							

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ①**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature X <i>Wai Chung Wong</i> X
-----------	--



① Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ②		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
C4 Non-EEA companies		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		
I consent to act as secretary of the proposed company named in Section A1		⑤ Signature The person named above consents to act as corporate secretary of the proposed company.
Signature	Signature  	

IN01

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*		
Full forename(s)	James John Holroyd	
Surname	Sergeant	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d6</div> <div>m0</div> <div>m8</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y5</div> </div>	
Business occupation (if any) ④	Accountant	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div> <div>X</div> <div>W H Sergeant</div> <div>X</div> </div> </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title*			
Full forename(s)	Wai Chung		
Surname	Wong		
Former name(s) ②			
Country/State of residence ③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>3</div> <div>d</div> <div>0</div> <div>m</div> <div>1</div> <div>m</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>2</div> </div>		
Business occupation (if any) ④	Company Director		

D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country			

D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1		
Signature	<div> <div>Signature</div> <div>X</div> <div>Wai Chung Wong</div> <div>X</div> </div>		

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ^①

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete **Section E3 only**
- No Complete **Section E4 only**

E3 EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ^④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ^⑤

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency	US Dollar			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	US\$1 00	0 00	1	US\$1 00
Totals			1	US\$1 00

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of
issued share capital

Total number of shares

1

Total aggregate
nominal value ④

US\$1 00

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

F4

Statement of capital (Prescribed particulars of rights attached to shares)

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>
Class of share	US\$1 00 Ordinary	
Prescribed particulars ①	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption	

IN01

Application to register a company

Class of share	
Prescribed particulars ①	

● **Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Elementis Finance (Group) Limited	US\$1.00 Ordinary	1	US Dollar	1.00	0.00	1.00
Address 10 Albemarle Street London W1S 4HH						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

IN01

Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers^①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X <i>Wei Ching My</i> X WAI WONG - DIRECTOR FOR AND ON BEHALF OF ELEMENTS GROUP (KINAME) LIMITED
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; border-bottom: 1px solid black;"> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="border-right: 1px solid black; width: 20px; height: 20px;"></div> <div style="width: 20px; height: 20px;"></div> </div>	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name John Rowland-Jones

Company name Elementis plc

Address 10 Albemarle Street

Post town London

County/Region

Postcode W 1 S 4 H H

Country England

DX

Telephone



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of ELEMENTIS FINANCE (US) LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication

ELEMENTIS GROUP (FINANCE) LIMITED



Wai Wong, Director

For and behalf of Elementis Group (Finance) Limited

Dated 10/11/2014

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
ELEMENTIS FINANCE (US) LIMITED

DEFINED TERMS AND INTERPRETATION	1
1 MODEL ARTICLES	1
2 DEFINITIONS	1
3 INTERPRETATION	2
SHARE CAPITAL	3
4 STATUTORY PRE-EMPTION RIGHTS	3
SHARE TRANSFERS	3
5 DISCRETION TO REFUSE TO REGISTER A TRANSFER	3
TRANSMISSION OF SHARES	3
6 DIRECTORS' NOTICE REQUIRING EXERCISE OF RIGHTS	3
GENERAL MEETINGS	3
7 POSTPONEMENT OF GENERAL MEETINGS	3
8 PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS	4
9 AMENDMENT OF RESOLUTIONS	4
WRITTEN RESOLUTIONS	4
10 PERIOD FOR AGREEING TO WRITTEN RESOLUTION	4
PROXIES	4
11 METHOD FOR APPOINTING A PROXY	4
CORPORATIONS ACTING BY REPRESENTATIVES	5
12 APPOINTMENT MUST BE DELIVERED	5
DIRECTORS	5
13 QUORUM	5
14 TERMINATION OF DIRECTOR'S APPOINTMENT	5
15 UNANIMOUS DECISIONS	5
16 ALTERNATE DIRECTORS	6
17 CASTING VOTE	6
DIRECTORS' GRATUITIES, PENSIONS AND INSURANCE	6
18 DIRECTORS' ABILITY TO PROVIDE BENEFITS TO CURRENT OR FORMER DIRECTORS	6
DIRECTORS' INTERESTS	7
19 PERMITTED DIRECTORS' INTERESTS	7
20 DIRECTORS' POWER TO AUTHORISE CONFLICTS OF INTEREST	7
DIVIDENDS	8
21 PAYMENT OF DIVIDENDS IN OTHER CURRENCIES	8
22 INTERIM DIVIDENDS IN SPECIE	8

NOTICES AND COMMUNICATIONS	9
23 WHEN A COMMUNICATION IS GIVEN	9
24 NOTICE WHEN POST NOT AVAILABLE.	9
COMPANY NAME	9
25 CHANGE OF NAME	9
INDEMNITY	10
26 DIRECTORS MAY BE INDEMNIFIED SUBJECT TO THE COMPANIES ACTS	10

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
Elementis Finance (US) Limited

DEFINED TERMS AND INTERPRETATION

1 Model Articles

The Model Articles (as defined below) shall apply to the company except where they are excluded or modified by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

2 Definitions

In these Articles the following words bear the following meanings save where otherwise specified or where the context otherwise requires and article 1 of the Model Articles is modified accordingly

“Articles”	the articles of association of the company as altered from time to time and the expression “this Article” shall be construed accordingly,
“business day”	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,
“clear days”	in relation to a period of notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect,
“Communication”	any notice, document or information to be given by or on behalf of the company to any person pursuant to these Articles,
“Conflicted Director”	a director who has, or may have, a direct or indirect interest in a Conflict Matter,
“Conflict Matter”	a situation that conflicts, or possibly may conflict, with the interests of the company,
“directors”	the directors, for the time being, of the company or (where the context so requires) those of such directors present at a duly convened meeting of the directors of the company, or

	a committee thereof, at which a quorum is present and the definition of “director” in the Model Articles is excluded,
“eligible director”	a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),
“Model Articles”	the model articles for private companies limited by shares contained in Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles,
“month”	calendar month,
“Officer”	any existing or former director or other officer of the company or of any associated company (other than any person, whether an officer or not, engaged by the company as auditor),
“Secured Party”	any bank, financial institution or other person to whom such shares have been charged by way of security, whether such bank, financial institution or other person is acting as agent, trustee or otherwise

3 Interpretation

In these Articles

- 3.1** references to a statute, statutory provision or subordinate legislation include references to such statute, statutory provision or subordinate legislation as amended or re-enacted, and taking account of any subordinated legislation made under it, whether before or after the date of adoption of these Articles and includes all subordinate legislation made under the relevant statute whether before or after the date of adoption of these Articles,
- 3.2** save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Companies Acts shall have the same meanings in these Articles,
- 3.3** unless otherwise specified or the context otherwise requires
 - 3.3.1** words in the singular include the plural, and vice versa,
 - 3.3.2** words importing any gender include all genders, and
 - 3.3.3** a reference to a person includes a reference to a body corporate and to an unincorporated body of persons,
- 3.4** any wording introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms, and
- 3.5** headings are inserted for convenience only and do not affect the construction of these Articles

SHARE CAPITAL

4 Statutory pre-emption rights

Statutory pre-emption rights are excluded so that directors may allot equity securities wholly for cash without first offering them to existing holders

SHARE TRANSFERS

5 Discretion to refuse to register a transfer

5.1 Notwithstanding anything contained in the Model Articles or these Articles

5.1.1 any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to, and

5.1.2 the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is

5.1.3 in favour of a Secured Party to whom such shares are being transferred by way of security or any nominee of a Secured Party, or

5.1.4 duly executed by a Secured Party or its nominee to whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred pursuant to a power of sale under any security document which creates any security interest over such shares, or

5.1.5 duly executed by a receiver appointed by a Secured Party or its nominee pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such Secured Party or its nominee or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts

TRANSMISSION OF SHARES

6 Directors' notice requiring exercise of rights

6.1 The directors may give notice requiring a transferee to exercise their rights referred to in articles 28(1) and 28(2) of the Model Articles. If that notice is not complied with within sixty clear days the directors may withhold payment of all dividends and other amounts payable in respect of such share(s) until the rights have been exercised

6.2 Article 29 of the Model Articles shall be amended by the insertion of the words “, or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2) of the Model Articles,” after the words “the transferee’s name”

GENERAL MEETINGS

7 Postponement of general meetings

If the directors in their absolute discretion decide that it is unreasonable or impracticable for any reason to hold a general meeting at the time or place specified in the notice of that meeting, they may postpone the general meeting to another time or place by giving notice of the revised time or place to all the members

8 Proceedings at general meetings and votes of members

- 8.1** Article 44(2) of the Model Articles shall be amended by the deletion of articles 44(2)(c) and (d) and the insertion of the words “any one qualifying person present and entitled to vote at the meeting”
- 8.2** Article 44(3) of the Model Articles shall be amended by the insertion of the words “A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made ” as a new paragraph at the end of that article
- 8.3** Article 44(4) of the Model Articles shall be deleted and replaced with the words “A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately A poll demanded on any other question shall be taken immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven clear days’ notice shall be given specifying the time and place at which the poll is to be taken”

9 Amendment of resolutions

Notwithstanding that prior written notice to amend a resolution shall have been given in accordance with article 47(1) of the Model Articles, the chairman, in his absolute discretion, may accept or propose at any general meeting or adjourned general meeting amendments of a minor or formal nature or to correct a manifest error or which he may in his absolute discretion consider fit for consideration at the meeting

WRITTEN RESOLUTIONS

10 Period for agreeing to written resolution

A proposed written resolution will lapse if it is not passed before the end of the period of 90 days beginning with the circulation date

PROXIES

11 Method for appointing a proxy

- 11.1** Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words “is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting (or adjourned) meeting to which they relate”
- 11.2** Article 45(1) of the Model Articles shall be amended by the insertion of the words “and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting ” as a new paragraph at the end of that article
- 11.3** When two or more valid but differing appointments of proxy are delivered or received in respect of the same share for use at the same meeting or poll, the one which is last delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other as regards that share If the company is unable to determine which was last delivered or received, none of them shall be treated as valid in respect of that share No instrument of proxy shall be valid after the expiration of twelve months from the date stated in it as the date of its execution

CORPORATIONS ACTING BY REPRESENTATIVES

12 Appointment must be delivered

A resolution authorising a person or persons to act as a representative of a corporation shall not be effective for the purposes of any meeting unless a copy or extract of such resolution, certified as a true copy or extract by a director or secretary or member of the governing body of the corporation concerned, has been delivered before commencement of the meeting to a director of the company save where the directors otherwise determine in their absolute discretion

DIRECTORS

13 Quorum

13.1 The quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but unless otherwise fixed shall be any two eligible directors save where

13.1.1 there is a sole director, or

13.1.2 for the purposes of any meeting (or part of a meeting) held to authorise a director's conflict under Article 20, there is only one eligible director in office other than the conflicted director(s),

when the quorum for such meeting (or part of a meeting) shall be one eligible director Articles 11(2) and (3) of the Model Articles do not apply

14 Termination of director's appointment

14.1 Article 18 of the Model Articles is modified by inclusion after article 18(f) of the Model Articles of the following sub-paragraphs to be numbered 18(g) and 18(h)

14.1.1 "in the case of a director who holds any executive office, his appointment as such is terminated or expires and the other directors resolve that his office be vacated, or"

14.1.2 "he is requested in writing by all the other directors to resign (without prejudice to any claim for damages for breach of any contract of service between the director and the company) "

14.2 A resolution of the directors that a director has vacated office under the terms of article 18 of the Model Articles, as amended by these Articles, shall be conclusive as to the fact and grounds of vacation stated in the resolution and article 18 of the Model Articles shall be modified accordingly

15 Unanimous decisions

15.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter and article 8 of the Model Articles shall not apply

15.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing

15.3 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at a directors' meeting

16 Alternate directors

- 16.1** Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors, save where the director is the sole director willing to act, to be an alternate director and may remove from office an alternate director so appointed by him
- 16.2** An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director
- 16.3** An alternate director shall cease to be an alternate director if his appointor ceases to be a director
- 16.4** Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 16.5** The notice must
- 16.5.1** identify the proposed alternate, and
- 16.5.2** in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice
- 16.6** An alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him
- 16.7** A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors, or any committee of the directors, to one vote for every director whom he represents in addition to his own vote (if any) as a director but he shall not be counted more than once for the purposes of a quorum

17 Casting vote

- 17.1** If the number of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote
- 17.2** Article 17.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting)
- 17.3** Articles 13(1) and (2) of the Model Articles shall not apply

DIRECTORS' GRATUITIES, PENSIONS AND INSURANCE

18 Directors' ability to provide benefits to current or former directors

- 18.1** The directors may provide benefits, whether by the payment of gratuities or pensions or by purchasing and maintaining insurance or otherwise, for the benefit of any persons who are or were at any time directors or the holders of any executive or comparable office of employment with the company or any other company or undertaking which is or has been (a) a subsidiary of the company or (b) otherwise allied to or associated with the company or a subsidiary of the company or (c) a predecessor in business of the company or of any such subsidiary, and (d) for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) establish,

maintain, subscribe and contribute to any fund and pay premiums for the purchase or provision of any such benefit

- 18.2** The directors may procure that any of such matters referred to in Article 18 1 may be done by the company either alone or in conjunction with any other person

DIRECTORS' INTERESTS

19 Permitted directors' interests

- 19.1** Subject to the provisions of the Companies Acts, and provided that he has disclosed to the directors the nature and extent of any interest in accordance with these Articles and the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company may

19.1.1 be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,

19.1.2 be an eligible director and shall be entitled to vote and count in the quorum for the purposes of any proposed decision of the directors (or committee of directors), or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,

19.1.3 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 (directly or indirectly) interested or as regards which the company has any powers of appointment,

19.1.4 hold any other office or place of profit under the company (except that of auditor or auditor of a subsidiary of the company) in conjunction with the office of director and may act by himself or through his firm in such professional capacity to the company, and in any such case on such terms as to remuneration and otherwise as the directors may arrange, and

19.1.5 not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him, derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under the Companies Acts

Articles 14(1)-(4) inclusive of the Model Articles shall not apply and article 14(5) of the Model Articles shall be amended so that "this article" is deleted and replaced with the words "Article 19 1"

20 Directors' power to authorise conflicts of interest

- 20.1** The directors may, on such terms as they may determine, authorise any matter which involves, or which could reasonably be expected to involve, a Conflicted Director in breaching his duty to avoid a Conflict Matter

- 20.2** A Conflicted Director who seeks authorisation of a Conflict Matter must inform the directors in writing of both the nature and extent of his interest in a Conflict Matter as soon as practicable after his becoming aware of the Conflict Matter and must provide sufficient details of the Conflict Matter to allow the directors properly to evaluate the Conflict Matter, together with any additional information which the directors may request

- 20.3** Any director (other than the Conflicted Director) may propose that the Conflict Matter be authorised. Such proposal and any authority given by the directors shall be effected by a resolution of the directors in accordance with the provisions of these Articles governing the proceedings of directors, save that
- 20.3.1** the Conflicted Director and any other director with a similar or related interest to the Conflict Matter will not count in the quorum and will not vote on a resolution giving such authority, and
- 20.3.2** notwithstanding any other provision of these Articles, if the Conflicted Director (or any other director with a similar or related interest to the Conflict Matter) is a director whose presence is otherwise required for a quorum, his or their absence shall not invalidate the quorum to the extent that the matter considered and voted upon by the directors is solely a Conflict Matter involving that Conflicted Director or any other director with a similar or related interest to the Conflict Matter
- 20.4** Where the directors resolve to give authority for a Conflict Matter
- 20.4.1** the Conflicted Director will not be obliged to disclose any information which he obtains (otherwise than through his position as a director of the company) that is confidential to a third party where to do so would amount to a breach of that confidence, and
- 20.4.2** the directors may revoke or vary the terms of such authority (including imposing additional terms) at any time in such manner as they consider reasonably necessary to protect the interests of the company, but this will not affect the validity of anything done by the Conflicted Director prior to such revocation or variation in accordance with the terms of such authority nor constitute a breach of any duty by that Conflicted Director in respect thereof
- 20.5** A Conflicted Director shall not be required to account to the company for any benefit he receives or profit he makes as a result of any Conflict Matter duly authorised under Article 20.1, and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under Article 20.1 or which is authorised by an ordinary or special resolution of the company

DIVIDENDS

21 Payment of dividends in other currencies

Except as otherwise provided by the rights attached to the shares, dividends may be declared or paid in any currency. The directors may agree with any member that dividends which may at any time or from time to time be declared or become due on his shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amounts to be paid in the other currency shall be calculated and paid and for the company or any other person to bear any costs involved.

22 Interim dividends in specie

An interim dividend paid by the directors may be satisfied wholly or partly by the distribution of assets and in particular of paid-up shares or debentures of another company. Where any difficulty arises in regard to the distribution, the directors may settle the same as they see fit and, in particular, may issue fractional certificates (or ignore fractions), may fix the value for distribution of any assets, may determine that cash shall be paid to any member upon the fixing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees on trust for the persons entitled to the dividends.

NOTICES AND COMMUNICATIONS

23 When a Communication is given

- 23.1** A Communication sent by United Kingdom post shall be deemed to have been given on the day following that on which the envelope containing the Communication was posted to an address in the United Kingdom if pre-paid as first class post and within 48 hours if pre-paid as second class post after it has been posted to an address in the United Kingdom. A Communication sent to an address outside the United Kingdom or from outside the United Kingdom to an address in the United Kingdom shall be deemed to have been received five business days after posting or being sent by reputable international courier provided that delivery in at least five business days was guaranteed at the time of sending. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the Communication was given.
- 23.2** A Communication sent or supplied by electronic means shall be deemed to be given on the same day that it is sent or supplied.
- 23.3** A Communication sent or supplied by means of a website is deemed to be received when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 23.4** A Communication not sent by post but left at a registered address or address for service in the United Kingdom is deemed to be given on the day it is left.
- 23.5** A Communication given by newspaper advertisement shall be deemed to have been served at noon on the day on which the advertisement appears.
- 23.6** In proving that any Communication was served, sent or supplied, it shall be sufficient to show that it was properly addressed, and where applicable prepaid, and delivered to an address permitted for the purpose by the Companies Acts.

24 Notice when post not available

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the company is unable effectively to convene a general meeting by notices sent through the post, the company need only give notice of a general meeting to those members with whom the company can communicate by electronic means and who have provided the company with an address for this purpose. The company shall also advertise the notice on the same date in at least one national daily newspaper with circulation in the United Kingdom. In any such case the company shall send confirmatory copies of the notice by post or by electronic means to an address for the time being notified to the company by the member for such purposes if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

COMPANY NAME

25 Change of name

The company may change its name by resolution of the directors.

INDEMNITY

26 Directors may be indemnified subject to the Companies Acts

26.1 To the extent permitted by the Companies Acts, the company may

26.1.1 indemnify any Officer against any liability and may purchase and maintain for any Officer insurance against any liability,

26.1.2 provide any Officer with funds to meet expenditure incurred or to be incurred by him in connection with any liability under Article 26.1.1, and

26.1.3 take any action to enable any Officer to avoid incurring expenditure in connection with any liability under Article 26.1.1.

26.2 Articles 52 and 53 of the Model Articles shall not apply