

AMENDING

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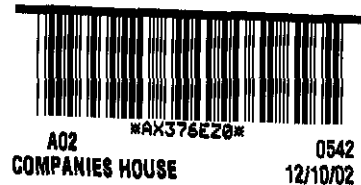
THE COMPANIES ACTS, 1862 to 1890.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

CROSFIELD LIMITED



1. The name of the Company is "CROSFIELD LIMITED."

See Certificate
of Change of
Name

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

- (A) To acquire and take over as a going concern the business now carried on under the style or firm of Joseph Crosfield & Sons, and all or any of the assets and liabilities of the proprietors of that business in connection therewith, and with a view thereto to enter into the agreement referred to in Clause 3 of the Company's Articles of Association, and to carry the same into effect, with or without modification.
- (B) To carry on the business of soapmakers, candlemakers, manufacturers of colours, dyes, and paints of all kinds, chemical manufacturers, manufacturers of explosives, chemists, druggists, drysalters, engineers, millwrights, founders, printers, publishers of books, pamphlets, newspapers, magazines or other periodicals, lithographers, engravers, die-sinkers, builders, contractors, carpenters, joiners, coopers, tinsmiths, box and packing-case makers, carriers by land or water, ship-owners, wharfingers, and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial and other preparations, articles or compounds, and particularly of perfumery, and makers of and dealers in

This refers to the original Articles of Association. The provisions of that Clause have not been repeated in the Articles of Association adopted on the 28th June, 1960, as they are no longer material.

proprietary articles of all kinds, and of chemical, scientific, and mechanical and engineering apparatus and materials of all kinds, and to carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of, or render more profitable, any of the Company's property.

- (c) To buy, sell, hire, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such businesses as aforesaid or required by any customers of or persons having dealings with the Company either by wholesale or retail, and to carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects or businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (d) To purchase or otherwise acquire, hire, charter, equip, repair, and maintain, let on hire, and trade with any steam or sailing vessels, boats or barges, or to acquire by purchase or otherwise acquire any shares or interest in the same.
- (e) To purchase, take on lease or in exchange, hire, or otherwise acquire, any real or personal property, and any rights, easements, or privileges which the Company may think necessary or convenient for the purpose of the Company.
- (f) To lay out land for building purposes, and to build on, improve, let on building lease, advance money to persons building, or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
- (g) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property, rights and information so acquired, and to expend money in

experimenting upon and testing, and in improving or seeking to improve, any patents, inventions, secret processes or rights which the Company may acquire or propose to acquire.

- (H) To carry out, establish, construct, maintain, improve, manage, work, control and superintend any roads, ways, tramways, railways, bridges, reservoirs, water-courses, water supply, wharves, embankments, gas and electric lighting supply, telegraphs, telephones, saw mills and other works, furnaces, factories, warehouses, hotels, residences, stores, shops, stations and other works and conveniences for the working and development of any rights, interests or property of the Company, and to contribute or assist in or contract for the carrying out, establishment, construction, maintenance, improvement, management, working, control or superintendence of the same.
- (I) To acquire and carry on all or any part of the business or property, including the trade marks and designs, and to undertake any liabilities of any person, firm, association, or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, or which can be conveniently carried on in connection with the same, or may seem to the Company, calculated directly or indirectly to benefit this Company, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of the Company, and to enter into working arrangements, contracts and agreements with other companies and persons.
- (J) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, or any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company. And to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares, stocks and obligations of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (K) To promote or assist in promoting any other company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or of advancing, directly or indirectly, the objects or interests thereof, with power to assist such company and the formation thereof by paying or contributing towards the preliminary expenses thereof, or providing the whole or part of the capital thereof, or by taking shares therein or remunerating any person, firm or company for placing, or assisting to place, or guaranteeing or underwriting the shares or stock in such company's capital, or its debentures or debenture stock, and to purchase, subscribe for or otherwise acquire, hold and deal in the shares, stock or obligations of any company, in the United Kingdom, or elsewhere, and upon a distribution of assets or division of profits to distribute such shares, stocks or obligations amongst the members of the Company in specie.
- (L) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employes or ex-employes of the Company or its predecessors in business, or the dependants or connections of such persons, and to grant pensions or allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (M) Generally to distribute among the members any property of the Company in specie.
- (N) To borrow or raise money for any purposes of the Company, and for the purpose of securing the same and interest, or for any other purpose, to mortgage or charge the undertaking, or all or any part of the property of the Company, present or after acquired, or its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bills of exchange, promissory notes or other obligations or negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (P) To lend money to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to

guarantee the performance of the contracts or engagements of such persons.

- (q) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of any other company.
- (r) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, pamphlets, periodicals or catalogues, whether distributed or intended to be distributed gratis, or offered for sale, and whether containing advertisements paid for or not published on behalf of other firms or companies; and by instituting competitions and granting prizes, rewards and donations.
- (s) To pay out of the funds of the Company all expenses of or incident to the formation, registration and advertising of the Company, and the issue of its capital, including brokerage and commission for obtaining applications for or placing shares, stock, debentures or debenture stock, or guaranteeing the placing of the same.
- (t) To make donations to such persons and in such cases, and either in money or kind, as may seem expedient.
- (u) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, and in any part of the world, and in particular to employ any other person, firm, association or company as servants, agents or managers in the business of the Company or any branch thereof.
- (v) To procure the Company to be registered or recognised in any foreign country or place, or in any colony or elsewhere.
- (w) To apply for, promote and obtain, any Act of Parliament, provisional order, or licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or effect any modification of the Company's constitution, or for any other purpose which may seem expedient, and to support or oppose any proceedings or applications before Parliament, the Board of Trade, the Comptroller of Patents, or any other body or person whatever which

may seem calculated directly or indirectly to affect the Company's interests.

- (x) To do all such other things as are incidental or conducive, or to the Company may seem conducive, to the attainment of the above objects, or any of them. And it is hereby declared that the word "company" used in this clause, except where used in reference to this Company, shall be deemed to include any partnership, or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects expressed in any one paragraph of this clause shall in nowise be limited by reference to any other paragraph thereof.

4. The liability of the members is limited.

5. The capital of the Company is £300,000,* divided into 15,000 preference shares of £10 each and 15,000 ordinary shares of £10 each, with power to increase, and there shall be attached to the said preference shares and ordinary shares respectively the rights, privileges and conditions in that behalf specified in the Company's Articles of Association. Any shares of the original or increased capital may be issued with any preference or priority in the payment of dividends or the distribution of assets, or otherwise, over any other shares, whether ordinary or preference and whether issued or not, and the regulations of the Company may be varied as far as necessary to give effect to any such preference or priority, provided that the rights of the holders of any class of shares shall not be affected without the sanction of an Extraordinary Resolution of such shareholders given at a meeting specially convened for considering the question. Upon the sub-division of a share the right to participate in profits may be apportioned in any manner as between the shares resulting from such sub-division.

*On 1 January, 1973 the capital of the Company was £10,000,000 divided into shares of £1 each.

Director

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
JOHN CROSFIELD, Warrington, Manufacturer.	One Ordinary Share.
ARTHUR HENRY CROSFIELD, Warrington, Manufacturer.	One Ordinary Share.
JOSEPH JOHN CROSFIELD, Frodsham, Manufacturer.	One Ordinary Share.
GEORGE ROWLANDSON CROSFIELD, Warrington, Manufacturer.	One Ordinary Share.
KARL EMIL MARKEL, Warrington, Manufacturer.	One Ordinary Share.
GERTRUDE JANE CROSFIELD, Walton Lea, Warrington, Wife of John Crosfield.	One Ordinary Share.
ALICE LILIAN CROSFIELD, Frodsham, Wife of Joseph John Crosfield.	One Ordinary Share.

Dated the 10th day of July 1896.

Witness to the above Signatures—

T. J. RIDGWAY,

Solicitor,

Warrington.

JOSEPH CROSFIELD & SONS, LIMITED

At the Annual General Meeting of the Company held at the Registered Office of the Company, Liverpool Road, Warrington, on the 3rd of April, 1967, the following RESOLUTION was passed as a SPECIAL RESOLUTION:

THAT the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution of and to the exclusion of all existing Articles of Association.

Joseph Crosfield & Sons Ltd

Minutes of the Extraordinary General Meeting of the Company held on 22 February 1993.

PRESENT

Mr R M Tomlinson - in the Chair - representing
Blackfriars Nominees Limited
Mr I A C Shrimpton - representing The New Hovema
Limited

The Chairman announced that with the consent of the members, both of whom were represented, Notice of the Meeting had been waived.

RESOLVED

1. THAT the Regulations contained in the document submitted to this meeting and which for the purpose of identification has been signed by the Chairman of this meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association.
2. The Company hereby unanimously elects:-
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to reappoint auditors annually.


Chairman



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

CROSFIELD LIMITED

Adopted pursuant to Special Resolution passed on
22 February 1993

The regulations in Table A in The Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company (hereinafter referred to as 'Table A') shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

1. In regulation 24 of Table A the first sentence shall be deleted and the following sentence substituted therefor:-

'The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.'

2. In regulation 40 of Table A the following words shall be added at the end of the second sentence:-

'except if the company has only one member, in which case one member present in person or by proxy shall be a quorum.'

3. The following shall be substituted for regulation 54 of Table A:-

'54. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number of the holdings of the member for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.'

4. The following shall be substituted for regulation 62 of Table A:-

'62. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other

machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article.'

5. The following shall be substituted for regulation 64 of Table A:-

'64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum or minimum.'

6. The following shall be substituted for regulation 70 of Table A:-

'70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company, including the power of the company to borrow money. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.'

7. The following shall be added after regulation 70 of Table A:-

'70A. Notwithstanding the general powers conferred by the preceding article:-

- (a) the directors shall not, without the previous sanction of the company in general meeting or the written consent of all the members:-
- (i) sell, lease or otherwise dispose of the whole or a substantial part of the undertaking or of the assets of the company to any company or undertaking not itself a subsidiary undertaking of the ultimate holding company of the company;
 - (ii) mortgage or charge the undertaking or any of the assets of the company or any uncalled capital of the company;
 - (iii) issue debentures or other securities;
 - (iv) purchase or acquire any other company or undertaking, or the whole or a substantial part of the business or assets of any other company or undertaking if that other company or undertaking is not itself a subsidiary undertaking of the ultimate holding company of the company.
- (b) The directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members

of their own body or not) to act as directors, managing directors or managers of any such company or any other company in which the company may be interested, and may (subject, in the case of a member of their own body, to the provisions of regulation 84) determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.

70B. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.'

8. In regulation 72 of Table A the first sentence shall be deleted and the following substituted therefor:-

'The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit and references in these regulations to a committee of directors or to a director as a member of such a committee shall include a committee established under this regulation or such person or persons.'

9. In regulation 72 of Table A the last sentence shall be deleted and the following substituted therefor:-

'Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of

meetings of two or more directors so far as they are capable of applying.'

10. The following shall be substituted for regulations 73, 74 and 75 respectively of Table A:-

'73. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

74. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

75. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.'

11. Regulations 76 to 80 (inclusive) of Table A shall not apply.

12. In regulation 81 of Table A item (e) shall be deleted and the following items shall be added after item (d) of regulation 81:-

- '(e) he, without leave, be absent, otherwise than on the business of the company, from meetings of the directors for six consecutive months, and the directors resolve that his office be vacated;
- (f) he, without the sanction of the company, carries on, or is directly or indirectly engaged either alone or in partnership with or as agent for any other person or persons in the carrying on of any business similar to, or competing with the business of the company or any branch thereof,; but no director shall vacate his office by being or becoming a director or shareholder in any other joint stock company; or
- (g) he is removed from office pursuant to these articles.'

13. The following shall be substituted for regulation 84 of Table A:-

'84. A director may hold any employment or office in the company (other than that of auditor), including that of managing director or membership of any committee consisting of directors only or of directors and other persons, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors or by any committee of the directors to which any such power of appointment may be delegated. Any appointment of a director as managing director shall terminate if he ceases to be a director. A director of the company may be or become a director of any company promoted by this company or in which this company may be interested as a vendor, shareholder or otherwise, but any such

director shall account to this company for any remuneration or other benefits received or receivable by him as a director or employee of any such company. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any employment or office in the company including that of managing director or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.'

14. The following shall be substituted for regulation 85 of Table A:-

'85. (a) Subject to the next paragraph of this regulation, no director or intending director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relations thereby established.

(b) A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company

shall declare the nature of his interest at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after he becomes so interested. Provided nevertheless that a director shall not vote in respect of any contract in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company, nor to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured, nor to any contract by a director to subscribe for or underwrite shares or debentures of the company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the company in general meeting. A general notice to the directors given by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under

this regulation, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transactions with such company or firm, provided that either the notice is given at a meeting of the directors or the director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given.'

15. The following shall be added after regulation 88 of Table A:-

'88A. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or 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, where the chairman of the meeting then is.'

16. The following shall be substituted for regulation 89 of Table A:-

'89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one.'

17. Regulation 94 of Table A shall not apply.