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No. 166702 THE COMPANIES ACTS, 1908 TO 1917
AND
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SUBSTITUTED

Articles of Association

OF

THE WASHINGTON CHEMICAL COMPANY LIMITED

(Adopted by Special Resolution passed on 7 August 1957)

(Amended by Shareholders' Resolution dated 16 January 2004)

INTRODUCTORY

1. The regulations in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the above-named THE WASHINGTON CHEMICAL COMPANY LIMITED (in these Articles called the Company"), except so far as the same are repeated or contained in these Articles.

Table "A" not to apply.

INTERPRETATION

2. In these Articles the words standing in the first column of the following table shall bear or include the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

Interpretation.

WORDS	MEANINGS
The Act ...	The Companies Act, 1948.
The Statutes ...	The Companies Act, 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ...	These Articles of Association, as originally adopted, or as from time to time altered by Special Resolution.

WORDS	MEANINGS
The Office ...	The Registered Office for the time being of the Company.
The Directors ...	The Directors for the time being of the Company.
Appointment ...	Includes election (and appoint includes elect).
The Seal ...	The Common Seal of the Company.
Year ...	Year from the 1st January to the 31st December, inclusive.
Month ...	Calendar month.
Paid up ...	Includes credited as paid up.
Dividend ...	Includes bonus.
In writing ...	Written, printed, typewritten, or lithographed, or visibly expressed in any other mode of representing or reproducing words, or partly one and partly another.
The Register ...	The Register of Members of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.

In these articles, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations, if not inconsistent with the subject or context.

Subject as aforesaid, any words defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

Private Company.

3. The Company is a private company, and accordingly (a) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company ; (b) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of

the Company, were, while in that employment, and have continued after the determination of that employment to be, members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single member ; and (c) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

BUSINESS

4. The Company has entered into an Agreement under seal dated 1st April, 1957, and made between Turner & Newall Limited (hereinafter called " the vendor company ") of the one part and the Company of the other part, and shall carry the same into effect with such (if any) alterations as may be agreed upon. Some or all of the Directors were or may be directors of or directly or indirectly interested as shareholders, creditors or otherwise in the vendor company, but they and all other (if any) the Directors of the Company shall have power and shall be deemed always to have had power to act as Directors for the purpose of acquiring on behalf of the Company the assets referred to in the said Agreement and any other assets, and of entering into the said Agreement or any other agreement, documents or arrangements which they may consider necessary or desirable for giving full effect to or altering or carrying out the terms of the said Agreement, with or without alteration, and for acquiring any other assets, and no objection shall be made to the said Agreement or to any other agreement, documents or arrangements as aforesaid by the Company or by any member, creditor or liquidator thereof, nor shall any of the same be liable to be set aside on the ground that all or any of such Directors were or are interested in the vendor company, or have any conflicting interests, or that as such or as Directors of the Company they stand in a fiduciary relationship to the Company, or that the consideration under the Agreement was not tested by independent enquiry or by any other means, or on any other ground whatsoever, and they and every of them shall be entitled, notwithstanding any such fiduciary relationship as aforesaid, to retain all sums (if any) in cash and shares and all other advantages (if any) coming to them directly or indirectly under the same. Every member of the Company shall be deemed to have full notice of the said Agreement and of all documents, agreements and arrangements to be entered into under or referred to in this Article, and to sanction the same and agree to be bound thereby.

Execution of
Agreement.

5. Subject to Article 82, any branch or kind of business which by the Memorandum of Association of the Company or these Articles is either expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in

Business to be
undertaken.

LIEN ON SHARES

Company to have
lien on shares.

16. The Company shall have a first and paramount lien and charge on all the shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for his debts, liabilities and engagements, either alone or jointly with any other person, whether a member or not, to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.

Sale of shares
subject to lien.

17. For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they may think fit, but no sale shall be made until such period as aforesaid shall have arrived, and until a notice in writing demanding payment of such debts, or discharge of such liabilities and engagements, and giving notice of intention to sell in default, shall have been served in such manner as the Directors shall think fit on such member or the person (if any) entitled by transmission to the shares, and default in such payment or discharge shall have been made by him for seven days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities and engagements, and the residue (if any) shall be paid to the member or person (if any) entitled by transmission to the shares. Provided always that the Company shall be entitled to a lien upon such residue in respect of any debts, liabilities or engagements the period for the payment or discharge whereof shall not have arrived, like to that which it had upon the shares immediately before the sale thereof.

Purchaser
protected.

18. Upon any such sale as aforesaid the Directors may authorise some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of or be affected by any irregularity or invalidity in the proceedings, or be bound to see to the application of the purchase money, and after his name has been entered in the Register, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES

Directors may
make calls.

19. Subject to Article 82, the Directors may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that, except as otherwise fixed by the conditions of application or allotment seven days' notice at least is given of each call, and each member

shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. Any call may be made payable in one sum or by instalments.

20. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising such call was passed. Time when made.

21. The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof. Liability of joint holders.

22. If before or on the day appointed for payment thereof, a call or instalment payable in respect of a share be not paid, the person from whom the amount is due shall pay interest on the amount of the call or instalment at such rate, not exceeding 10 per cent. per annum, from the day appointed for payment thereof to the day of actual payment, as the Directors shall from time to time determine, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of such call or instalment, but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses wholly or in part. Interest on calls.

23. Any sum which by the conditions of allotment of a share is made payable on allotment, or at any fixed time, or by instalments at any fixed times, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Articles be deemed to be a call duly made and payable on the date or dates fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided. Sums due on allotment to be treated as calls.

24. Subject to Article 82, the Directors may make arrangements on any issue of shares for difference between the holders of such shares in the amounts and times of payment of calls on their shares. Power to differentiate.

25. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sum actually called up thereon, and upon all or any of the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow interest at such rate, not exceeding without the sanction of an Ordinary Resolution of the Company 6 per cent. per annum, as may be agreed upon between the Directors and the member paying such sum in advance, in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. The Directors may also at any time repay the amount so advanced upon giving to such member one month's notice in writing. Payment of calls in advance.

Rights suspended
if payment in
arrear.

26. No member shall be entitled to receive any dividend, or to be present or (save as proxy for another member) vote at any General Meeting, either personally or by proxy, or to exercise any privilege as a member, or be reckoned in a quorum, until he shall have paid all calls or other sums for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

TRANSFER OF SHARES

Form of transfer.

27. Subject to the restrictions of these Articles, any member may transfer all or any of his shares, but every transfer must be in writing and in the usual common form, or in any other form which the Directors may approve, and must be left at the Office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor or his right to transfer the shares.

Execution.

28. The instrument of transfer of a share shall be signed both by the transferor and by the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof, provided that the Directors may dispense with the signing of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do. Shares of different classes shall not be comprised in the same instrument of transfer.

Retention of
instruments.

29. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same.

Directors may
refuse to register
transfer.

30. The Directors may, subject to Article 82, refuse to register any proposed transfer of a share, and no transfer shall in any event be registered by the Directors if by such registration the maximum number of members fixed by Article 3 would be exceeded.

Notice of refusal
to register.

31. If the Directors refuse to register any transfer of a share, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Fee payable.

32. (a) Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

(b) The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES

33. In the case of the death of a member, the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares ; but nothing herein contained shall release the estate of a deceased holder, whether sole or joint, from any liability in respect of any share solely or jointly held by him.

Transmission on death.

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon producing such evidence of his title as the Directors may require, have the right either to be registered himself as the holder of the share or to make such transfer thereof as the deceased or bankrupt member could have made, but the Directors shall in either case have the same right to refuse or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt member before the death or bankruptcy.

Registration of personal representative or Trustee in Bankruptcy.

35. A person becoming entitled to a share in consequence of the death or bankruptcy of any member shall have the right to receive and give a discharge for any dividends or other moneys payable or other advantages due in respect of the share, but he shall have no right to receive notices of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the share, unless and until he shall be registered as the holder thereof. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable or advantages due in respect of the share until the requirements of the notice have been complied with.

Rights of unregistered personal representative or Trustee in Bankruptcy.

FORFEITURE OF SHARES

36. If any member fails to pay the whole or any part of any call or instalment on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him, requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with any accrued interest, and any costs, charges and expenses incurred by the Company by reason of such non-payment.

Notice of unpaid calls.

37. The notice shall name a further day, being not less than fourteen days from the date of such notice, on or before which such call or instalment or such part thereof as aforesaid, and all such interest and costs, charges and expenses as aforesaid are to be paid. It shall also name the

Notice to state time and place for payment.

place where payment is to be made, and shall state that, in the event of non-payment at or before the day and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

Forfeiture on non-compliance with notice.

38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest, costs, charges and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

Notice of forfeiture to be given.

39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture, with the date thereof, shall forthwith be made in the Register opposite to the entry of the share ; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Power to annul forfeiture.

40. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been sold, re-allotted or otherwise disposed of, annul the forfeiture upon payment of all calls and interest due upon and costs, charges and expenses incurred in respect of the share, and upon such further conditions (if any) as they may think fit.

Sale of forfeited share.

41. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted, or otherwise disposed of, upon such terms and in such manner as the Directors shall think fit and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The Directors may, if necessary, authorise some person to sign a transfer of a forfeited share to any person to whom the same has been sold, re-allotted or disposed of.

Rights and liabilities of persons whose shares have been forfeited.

42. A person whose share has been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, be liable to pay to the Company all calls, instalments, interest, costs, charges and expenses owing upon or in respect of such share at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at such rate, not exceeding 10 per cent. per annum, as the Directors shall think fit, in the same manner as if the share had not been forfeited, and to satisfy all (if any) the claims and demands which the

Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the share at the time of forfeiture.

43. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the day when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall (subject to the signature of any necessary transfer) constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Title to
forfeited share.

INCREASE OF CAPITAL

44. The Company may from time to time, by Ordinary Resolution, whether or not all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully called up, increase its Capital by the creation of new shares of such amount as may be deemed expedient.

Company may
increase its Capital.

45. Without prejudice to any special rights or privileges attached to any then existing shares in the Capital of the Company, any new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto, as the General Meeting resolving upon the creation thereof shall direct, or, if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed.

Conditions of issue
of new shares.

46. The General Meeting resolving upon the creation of any new shares may direct that the same or any of them shall be offered, in the first instance, and either at par or at a premium, to all the then holders of any class of shares in the Capital of the Company, in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, but, subject to Article 82, in default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, and Article 8 shall apply thereto.

New shares may
be offered to
members.

New shares to be subject to all provisions as to transfer and otherwise of these Articles.

47. Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all new shares created on any increase of Capital shall be subject to the provisions herein contained with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise.

ALTERATIONS OF CAPITAL

Power to consolidate and subdivide or cancel shares.

48. The Company may, from time to time, by Ordinary Resolution—

- (a) Consolidate and divide all or any of its Capital into shares of a larger amount than its existing shares.
- (b) Cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.
- (c) By subdivision of its existing shares or any of them, divide its Share Capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association, so, however, that in the subdivision the proportion between the amount paid up and the amount (if any) not paid up on each such share of smaller amount shall be the same as it was in the case of the share from which it was derived.

Power to reduce Share Capital and Capital Redemption Reserve Fund and Share Premium Account.
Procedure.

49. The Company may, from time to time, by Special Resolution, reduce its Share Capital and any Capital Redemption Reserve Fund or Share Premium Account.

50. Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided by the Statutes, so far as they shall be applicable, and so far as they shall not be applicable, in accordance with the terms of the Resolution authorising the same, and so far as such Resolution shall not be applicable, in such manner as the Directors deem most expedient.

MODIFICATION OF RIGHTS OF SHARES

Alteration of shareholders' rights.

51. Subject to the provisions of Section 72 of the Act, all or any of the special rights or privileges attached to any class of shares in the Capital of the Company for the time being may, at any time, as well before as during liquidation, be altered or abrogated, either with the consent in writing of the holders of not less than three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of the class, and all the provisions hereinafter contained as to General Meetings shall

mutatis mutandis apply to every such meeting, but so that the quorum thereof shall be not less than two persons personally present and holding or representing by proxy one-quarter of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll, and that each holder of shares of the class, present in person or by proxy, shall, on a poll, be entitled to one vote for each share of the class held by him, and if at any adjourned meeting of such holders such quorum as aforesaid is not present, any two holders of shares of the class who are personally present shall be a quorum. The Directors shall comply with the provisions of Section 143 of the Act as to forwarding a copy of any such Consent or Resolution to the Registrar of Companies.

GENERAL MEETINGS

52. A General Meeting shall be held once in every year, at such time and place as may be determined by the Company in General Meeting, or failing such determination by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings. General Meetings.

53. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings. Annual and
Extraordinary
General Meetings.

54. The Directors may convene an Extraordinary General Meeting whenever they think fit. Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. Convening of
Extraordinary
General Meetings.

55. Twenty-one clear days' notice of every Annual General Meeting and of every Extraordinary General Meeting at which it is proposed to pass a Special Resolution, and fourteen clear days' notice of every other Extraordinary General Meeting shall be given in manner hereinafter mentioned to such members and other persons as are, under the provisions of these Articles, entitled to receive such notices from the Company and to the Auditors, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member or other such person or the Auditors, shall not invalidate any Resolution passed or proceeding had at any such meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed :— Notice of Meetings.

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; and
- (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting,

being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

What notice is to specify.

56. Every notice of meeting shall specify the place, the day and the hours of the meeting, and in the case of special business, the general nature of such business and shall also state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint a proxy to attend and vote thereat instead of him and that the proxy need not also be a member. In the case of a meeting convened for passing a Special or Extraordinary Resolution the notice shall also specify the intention to propose the Resolution as a Special or Extraordinary Resolution, as the case may be. The Company shall comply with the provisions of Section 140 of the Act as to giving notice of Resolutions and circulating statements on the requisition of members.

PROCEEDINGS AT GENERAL MEETINGS

Special business and business of Annual General Meeting.

57. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the Accounts and Balance Sheet, and the Reports of the Directors and Auditors, and other documents required to be annexed to the Balance Sheet, the appointment and fixing of remuneration of the Auditors, the voting of remuneration or extra remuneration to the Directors, and the appointment of Directors in the place of those retiring.

Quorum.

58. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members personally present shall be a quorum for all purposes.

Adjournment if quorum not present.

59. If within half an hour from the time appointed for the holding of a General Meeting a quorum be not present, the meeting if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a holiday, to the next working day thereafter), at the same time and place as the original meeting, or to such other day, and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time fixed for holding the meeting, the meeting shall be dissolved.

Adjournments.

60. With the consent of any meeting at which a quorum is present the Chairman thereof may adjourn the same from time to time, and from place to place. Whenever a meeting is adjourned for twenty-eight days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no person shall be entitled

to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

61. The Chairman shall preside as Chairman at every General Meeting of the Company. If there be no Chairman or if at any meeting the Chairman be not present within fifteen minutes after the time fixed for holding the meeting, the Directors present shall choose one of their number to act as Chairman of the meeting, or if there be only one Director present, he shall be Chairman of the meeting if willing to act. If there be no Director present and willing to act, the members present shall choose one of their number to be Chairman of the meeting.

Who to preside
at General
Meetings.

62. At every General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands by the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by any member present in person or by proxy, and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a Resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the books of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

Voting.

Demand for poll.

63. If a poll be demanded in manner aforesaid, it shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after the said meeting) and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a Resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. No poll shall be demanded on the appointment of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

How poll is to be
taken.

64. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member.

Chairman's
casting vote.

65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Continuance of
business after
demand for poll.

VOTES OF MEMBERS

Voting rights.

66. Subject to any special rights or restrictions for the time being attaching to any special class of shares in the Capital of the Company, on a show of hands every member personally present shall be entitled to one vote only, and in case of a poll every member shall be entitled to one vote for every share held by him.

How votes may
be given and who
can act as proxy.

67. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.

Representation of
corporations which
are members of the
Company at
meetings.

68. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class of members of the Company ; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual member, including power, when personally present, to vote on a show of hands, and to demand or concur in demanding a poll.

Voting rights
of joint holders.

69. Where there are joint registered holders of any share, any one of such persons may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but so that if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the Register in respect of such share shall alone be entitled to vote in respect thereof.

Voting rights of
lunatic members.

70. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by that Court, and any such committee, *curator bonis* or other person may, on a poll, vote by proxy.

Execution of
proxies.

71. The instrument appointing a proxy shall be in writing under the hand of the appointor, or his attorney, duly authorised in writing, or if such appointor be a corporation under its common seal (if any), and if none, then under the hand of some officer or attorney duly authorised in that behalf.

Proxy's right to
demand a poll.

72. The instrument appointing a proxy shall be deemed also to confer authority to demand or concur in demanding a poll.

Form of Proxy.

73. Every instrument of proxy shall, as nearly as circumstances will admit, be in the following form or to the effect following :—

" THE WASHINGTON CHEMICAL COMPANY LIMITED.

" I,
 " of
 " a member of THE WASHINGTON CHEMICAL COMPANY LIMITED,
 " hereby appoint
 " of
 " or failing him
 " of
 " or failing him
 " of
 " as my proxy to vote for me and on my behalf at the [Annual
 " or Extraordinary or adjourned, *as the case may be*] General
 " Meeting of the Company to be held on the day of
 " and at every adjournment thereof.

" As witness my hand this day of , 19 ."

74. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place as the Directors may determine at least forty-eight hours before the time appointed for holding the meeting, or adjourned meeting (as the case may be), at which the person named in such instrument proposes to vote ; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid except for the meeting mentioned therein and any adjournment thereof. Deposit of proxies.

75. Any member residing out of or absent from the United Kingdom may by power of attorney executed either before or after leaving the United Kingdom appoint any person to be his attorney for the purpose of voting at any meeting, and such power may be a special power limited to any particular meeting, or a general power extending to all meetings at which such member is entitled to vote. Every such power shall be produced at the Office and left there for at least forty-eight hours before being acted upon. Power to members abroad to appoint attorney.

76. A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or power of attorney or authority, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office twenty-four hours at least before the time fixed for holding the meeting. Intervening death of principal not to revoke proxy.

DIRECTORS

Number of
Directors.

77. The Directors shall not, unless otherwise determined by Ordinary Resolution of the Company, be less than three in number.

Director need not
be a member.

78. A Director need not be a member of the Company, but shall be entitled to receive notice of and to attend all General Meetings of the Company.

Power to act
notwithstanding
vacancy.

79. The continuing Directors at any time may act notwithstanding any vacancy in their body ; provided always that, in case the Directors shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of calling a General Meeting of the Company, but not for any other purpose.

Remuneration of
Directors as such,
and reimbursement
of out-of-pocket
expenses.

80. The Directors shall be entitled to be paid out of the funds of the Company all their travelling, hotel and other expenses properly incurred by them in and about the business of the Company, including their expenses of travelling to and from meetings of the Directors or Committee Meetings or General Meetings. The Directors may be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine, and such remuneration shall be divided among them in such proportion and manner as the Directors may agree, or failing agreement, equally.

Director's notice
of resignation.

81. A Director may, save as provided by any contract with him to the contrary; at any time give notice in writing to the Company of his wish to resign, and on the service of such notice on the Company he shall *ipso facto* vacate his office as Director.

POWERS OF DIRECTORS

Powers of
Directors to
manage
Company's
business.

82. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. Notwithstanding anything in these Articles contained, the Directors shall have no power to deal with any of the following matters or to transact any business relating thereto

unless and until Turner & Newall Limited, so long as it is the registered holder of not less than 75 per cent. in nominal value of the issued Ordinary Shares of the Company, shall have given its approval to the exercise by the Directors of the power of the Company in regard thereto such approval to be evidenced either by a copy of a Resolution of or an extract from the Minutes of a meeting of the Board of Directors of Turner & Newall Limited certified by one of such Directors or by the Secretary of Turner & Newall Limited or by a letter signed either by any two of such Directors or by any one Director and the Secretary :—

- (a) Any material change in the nature of the business carried on by the Company whether by the addition of a new type of business or the abandonment of any type of business carried on by the Company at the date of such change.
- (b) Any sale or disposal or dealing with the undertaking, property rights or assets of the Company or of any part thereof but so that this provision shall not apply to the ordinary trading transactions of the Company concerned with the purchase, manufacture or sale of the goods (or the raw materials or other components of which they are composed) which the Company produces, manufactures or sells, nor shall it apply to any sale, disposal or dealing as aforesaid where the amount involved does not exceed in respect of any one transaction the sum of £5,000.
- (c) Any purchase or acquisition on Capital Account for a sum exceeding £5,000 in principal amount, other than any purchase or acquisition of raw materials or other goods required in connection with the manufacture or supply of the goods sold from time to time by the Company and which are not being purchased or acquired under a contract requiring approval under paragraph (d) hereof.
- (d) The execution of any agreements or contracts imposing any continuing obligations or restrictions on the Company, other than agreements or contracts entered into either for a period not exceeding one year or for an indefinite period determinable by not more than six months' notice whether given during or after a period of one year.
- (e) Any fusion, amalgamation, union of interests or working arrangements with any other party.
- (f) Any lending or borrowing of money, issue of securities or creation of any mortgage or charge by the Company.
- (g) The issue of unissued shares or making of calls on shares.
- (h) Allocations to reserves, payments or recommendations of dividend or other distributions of Capital or profits, or amounts to be written off against profits or assets in respect of wear and tear and depreciation of plant and buildings.

- (i) The grant of a pension or a gratuity or a retirement benefit to any officer or employee of the Company or the establishment of a pension fund or life assurance scheme or any payment of the nature referred to in Section 191 of the Act.
- (j) Any refusal to register a proposed transfer of a share.

Appointment,
removal and
remuneration of
Directors,
Chairman,
Managing Director,
etc., by Turner &
Newall Limited.

83. (1) So long as it shall hold at least 75 per cent. in nominal value of the issued Ordinary Shares of the Company Turner & Newall Limited may from time to time and at any time by notice in writing to the Company (signed either by any two Directors or by any one Director and the Secretary of Turner & Newall Limited) effect any of the following matters, that is to say :—

- (a) Appoint any person as a Director of the Company either as an additional Director or to fill any vacancy, and remove from office any Director howsoever appointed.
- (b) Appoint one of the Directors of the Company for the time being to be Chairman of the Company and one or more of the Directors of the Company for the time being to be Managing Director or Managing Directors of the Company or to hold such other office in the management of the business of the Company as it may decide and for such period as it shall think fit and (subject to the provisions of any agreement between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places.
- (c) Fix the remuneration and other terms and conditions of appointment of any Chairman, Managing Director or Director holding any other office in the management of the business of the Company and (subject to the provisions of any agreement between him or them and the Company) vary the same from time to time and so that any remuneration fixed under this paragraph may be made payable to such Director in addition to or in substitution for such ordinary remuneration (if any) as a Director as he may from time to time be entitled to receive and may without prejudice to the provisions of Article 85 be made payable by a lump sum or by way of salary or bonus or commission on the profits or turnover of the Company or of any other company in which the Company is interested or other participation in any such profits or by any or all or partly by one and partly by another or others of those modes.
- (d) Entrust and confer such of the powers exercisable under these Articles by the Directors (not being powers for the exercise of which any approval is required under Article 82) as it

thinks fit to and upon any Chairman, Managing Director or Director holding any other office in the management of the business of the Company and determine the time, objects, purposes, terms, conditions, and restrictions for, upon and subject to which such powers are conferred and whether the same are conferred collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and from time to time revoke, alter or vary all or any of such powers.

(2) A Chairman or Managing Director or a Director holding any other office in the management of the business of the Company shall (subject to the provisions of any agreement between him or them and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall *ipso facto* and immediately cease to be Chairman or Managing Director or to hold such other office in the management of the business of the Company if he cease to hold the office of Director from any cause.

84. Without prejudice to the provisions of Article 83 and provided that no Resolution for the removal of a Director shall be valid unless special notice thereof shall have been given in accordance with Section 142 of the Act, the Company may from time to time by Ordinary Resolution appoint new Directors and increase or reduce the number of Directors and remove any Director before the expiration of his period of office and, if thought fit, appoint another person in his stead.

Appointment
and removal of
Directors in
General Meeting.

85. Subject to Article 82—

Pensions, etc.

- (a) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons including Directors and other officers who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or of the predecessors in business of the Company or of any such subsidiary company, or is allied to or associated with the Company and the wives, widows, families or dependants of any such persons.
- (b) The Directors may procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or its members or of any such

other company as aforesaid and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- (c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.

SEAL

Formalities for affixing Seal.

86. The Directors shall provide for the safe custody of the Seal, and the Seal shall never be used except by the general or special authority of a Resolution of the Directors or a Committee of the Directors previously given and (except in the case of certificates for the Company's shares, stock or debentures) in the presence of two Directors who shall sign every instrument to which the Seal is affixed, and every such instrument shall be counter-signed by the Secretary or some other person appointed by the Directors. On certificates for any shares, stock or debentures issued by the Company, the fixing of the Seal shall be attested by the signature of one Director and the counter-signature of the Secretary or some other person appointed by the Directors.

BORROWING POWERS

87. Subject to Article 82, the Directors may—

Power to borrow money.

- (a) from time to time, at their discretion, raise or borrow, or secure the payment of any sum or sums of money for the purposes of the Company.

Power to secure repayment by debenture and other means.

- (b) raise or secure the repayment of such moneys in such manner and upon such terms and conditions as they may think fit, and in particular by the issue of debentures, redeemable or perpetual, charged upon all or any part of the property of the Company (both present and future), including its uncalled Capital for the time being. Any debentures may be made assignable free from any equities between the Company and the person to whom the same may be issued, and may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings and otherwise upon such terms and conditions as the Directors shall think fit, and may be constituted or collaterally secured by a Trust Deed or otherwise.

Power to issue at discount or premium and with special rights.

Registration and inspection of mortgages.

88. The Directors shall duly comply with the requirements of Part III of the Act in regard to the registration of mortgages and charges therein specified, and otherwise. A fee of one shilling shall be payable for each inspection of the register of charges by any person other than a

creditor or member, and for each inspection of the register of debenture holders by any person other than a registered holder of debentures or a member of the Company.

DISQUALIFICATION OF DIRECTORS

89. The office of a Director shall *ipso facto* be vacated—

Vacation of office
of Director.

- (a) If he is prohibited from being a Director by reason of any order made under the Statutes.
- (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (c) If he becomes of unsound mind.
- (d) If by notice in writing, as hereinbefore provided, he resigns his office.
- (e) If he is removed by an Ordinary Resolution of the Company in General Meeting in accordance with the relative provisions of these Articles.
- (f) If he is removed in accordance with the provisions of Article 83.

90. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason only of his having attained any particular age, nor shall special notice be required of any Resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such Resolution relates.

No Director to
vacate office
because of age.

91. (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act, but no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or appointment in the management of the business of the Company, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office or appointment, or of the fiduciary relationship thereby established.

Power of Directors
to hold offices of
profit and to
contract with
Company.

(b) A Director may vote in respect of any contract or arrangement in which he is interested.

(c) 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 such office or appointment or place of profit under the Company or whereat the terms of any such appointment are arranged or whereat any contract in which he is interested is considered.

(d) Any Director may continue to be or become a director of, or hold any other office or appointment in the management of the business of any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any such office or appointment in or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of or holder of any office or appointment in the management of the business of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

PROCEEDINGS OF DIRECTORS

Board Meetings. 92. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until Quorum. otherwise determined by the Directors, two Directors shall be a quorum. Votes. Questions arising at any meeting shall be decided by a majority of votes. Casting vote. In case of an equality of votes, the Chairman of a meeting shall have a second or casting vote.

Notice of meetings. 93. The Chairman may, and on the request of any Director or of Turner & Newall Limited so long as it is the registered holder of not less than 75 per cent. of the issued Ordinary Shares of the Company, the Secretary shall, at any time summon a meeting of the Directors, by notice served upon the several Directors.

Directors abroad. 94. No Director for the time being out of the United Kingdom shall be entitled to notices of meetings of the Directors.

Chairman. 95. The Chairman shall preside at all meetings of the Directors, but if no such Chairman be appointed or if he be not present within fifteen minutes after the time fixed for holding the meeting, the

Directors present shall choose one of their number to act as Chairman of such meeting, and the Director so chosen shall preside at such meeting accordingly.

96. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally. Competence of Board Meetings.

97. A Resolution in writing, signed by all the Directors entitled to notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Resolution in writing.

98. All acts *bona fide* done by any meeting of the Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director. Validity of acts of Directors in spite of formal defect.

99. The Directors shall cause minutes to be made in books provided for the purpose— Directors to keep minutes.

- (a) Of all appointments of officers made by the Directors.
- (b) Of the names of all the Directors present at each meeting of the Directors
- (c) Of all Resolutions passed and proceedings had by and at all meetings of the Company, and of the Directors.

And any such minutes as aforesaid, if purporting to be signed by the Chairman of the meeting at which such appointments were made, or such Directors were present, or such Resolutions were passed or proceedings had (as the case may be), or by the Chairman of the next succeeding meeting of the Company or Directors (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

ATTORNEYS

100. The Directors may, at any time, and from time to time, by power of attorney under the Seal, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), and for such period and subject to such conditions as the Directors may from time to time think fit, and such appointment may (if the Directors think fit) be made in favour of any body corporate, Power to appoint attorney.

or of the members, directors, nominees or managers of any body corporate or unincorporate, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit.

SECRETARY

Appointment of Secretary.

101. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit. The Directors may also appoint an assistant Secretary or assistant Secretaries or a temporary substitute for the Secretary, any of whom shall for all the purposes of these Articles be deemed to be the Secretary. Any Secretary, assistant Secretary or temporary substitute as aforesaid so appointed may be removed by the Directors.

When one person may not act as Director and Secretary.

102. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

DIVIDENDS AND RESERVES

Application of profits in payment of dividends.

103. Subject to Article 82 and to any rights or privileges for the time being attached to any shares in the Capital of the Company having preferential or special rights in regard to dividend, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls, provided that if any share be issued upon terms providing that it shall rank for dividend as from or after a particular date, or be entitled to dividends declared after a particular date, such share shall rank for or be entitled to dividend accordingly.

Declaration of dividends.

104. The Company in General Meeting may, from time to time, declare a dividend to be paid to the members, according to their rights and interests in the profits, and may fix the time for payment of such dividend.

Dividend to be payable only out of profits.

105. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest against the Company. The declaration of the Directors as to the amount of the profits of the Company at any time available for payment of dividends shall be conclusive.

106. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

No larger dividend than recommended by Directors.

107. Subject to Article 82, the Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare and pay an interim dividend.

Interim dividends.

108. Subject to Article 82—

- (a) The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which shall at the discretion of the Directors be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors think fit.
- (b) The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit, and
- (c) The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.

Power to provide for depreciation and carry profits to reserve.

109. The Company may by Ordinary Resolution, upon the declaration of a dividend, resolve that the same or any part thereof shall be applied in paying up *pro tanto* the Capital (if any) uncalled upon the shares held by the members to whom such dividend would otherwise be payable, and the Directors shall give effect to such Resolution, provided that any member whose shares are fully paid up shall be entitled to be paid his proportion of the dividend in cash.

Power to apply dividends in paying uncalled Capital.

110. The Company may by Ordinary Resolution resolve that any dividend may be paid and satisfied, either wholly or in part, by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

Power to satisfy dividend in specie.

Fractional certificates and cash adjustments.

Dividends payable
by cheque.

111. Unless otherwise directed, any dividend, instalment of dividend or interest in respect of any share, may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, in the case of joint holders, to the registered address of that one whose name stands first on the Register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the Company shall not be responsible for any loss in transmission, and the payment of the cheque or warrant, if purporting to be duly endorsed, shall be a good discharge to the Company.

CAPITALISATION OF RESERVES, ETC.

Capitalisation.

112. (a) The Company may by Resolution in General Meeting resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised as Capital to and amongst the holders of the Ordinary Shares in the proportions in which they would have been entitled thereto if the same had been applied by way of dividend on the Ordinary Shares, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other. The Company in General Meeting may also at any time and from time to time resolve that all or any part of the Capital Redemption Reserve Fund or Share Premium Account of the Company be applied in paying up in full any unissued shares of the Company and appropriating such shares credited as fully paid up to and amongst such members in the proportions aforesaid.

(b) Whenever such a Resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further

Fractional
certificates and
cash adjustments.

shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

113. The Directors shall cause proper books of account of the Company to be kept and the provisions of the Statutes in this regard to be complied with.

Directors to keep proper accounts.

114. The books of account shall be kept at the Office, or at such other place in Great Britain as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Where books to be kept.

115. The Directors shall, from time to time, determine whether, in any particular case, or class of cases, or generally and at what times and places, and under what conditions or regulations, the books of account of the Company, or any of them, shall be open to the inspection of the members, and no member, not being a Director, shall have any right of inspecting any account, or book, or document of the Company, except as conferred by Statute, or authorised by the Directors, or by Ordinary Resolution of the Company, nor shall any such member be entitled to require or receive any information concerning the business, trading or customers of the Company, or any trade secret or secret process used by the Company.

Inspection of books.

116. The Directors shall cause to be laid before the Annual General Meeting of the Company in every year a Balance Sheet giving a true and fair view of the state of affairs of the Company as at the end of the last preceding financial year of the Company, and such Balance Sheet shall have annexed thereto a Profit and Loss Account giving a true and fair view of the profit or loss of the Company for such financial year, and also (if and so long as the Company has any subsidiaries) such group accounts (so far as not incorporated in the said Balance Sheet and Profit and Loss Account) as prescribed by the Statutes and applicable to the Company. The said Balance Sheet shall be signed on behalf of the Directors by two of their number, and there shall be attached thereto a Report of the Directors and a Report of the Auditors as prescribed by the Statutes. A copy of the said Balance Sheet, Account and, so far as required by the Statutes, Reports shall, twenty-one days at least before the meeting, be delivered or sent by post to the registered address of every member and debenture holder of the Company or in the case of a joint holding to that member or debenture holder (as the case may be) whose name stands first in the appropriate register in respect of the joint

Balance Sheet and Accounts to be laid before Annual General Meeting.

holding. The Auditors' Report shall be read at the meeting. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

AUDIT

Appointment of
Auditors and
provisions of
Statutes to apply.

117. The provisions of the Statutes as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.

NOTICES

Service of
notices.

118. A notice or other document may be served by the Company upon any member, either personally, or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his address as appearing in the Register.

Members abroad
not entitled to
notices unless they
give address.

119. Any member described in the Register by an address not within the United Kingdom and who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member, other than a registered member described in the Register by an address within the United Kingdom, shall be entitled to receive any notice from the Company.

Notice to joint
holders.

120. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such share.

Service on
Company.

121. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or to such officer at the Office.

Proof of postage
to be sufficient
proof of service.

122. Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter.

Successors in title
to be bound by
notices to
predecessors.

123. Every person who, by operation of law, transfer or any other means whatsoever, shall become entitled to any shares shall be bound by every notice in respect of such shares which previously to his name and address being entered on the Register shall be duly given to the person from whom he derives his title to such shares.

124. Any notice or document served upon or sent to, or left at the registered address of, any member in pursuance of these Articles, shall, notwithstanding that such member be then deceased or bankrupt, and whether or not the Company has notice of his decease or bankruptcy be deemed to have been duly served in respect of any shares held by such member, whether held solely or jointly with other persons, until some other person be registered in his stead as the holder or joint holder of such shares, and such service shall, for all purposes of these Articles, be deemed a sufficient service of such notice or document on his executors, administrators or assigns, and all persons (if any) jointly interested with him in such shares.

Service of notice to be sufficient notwithstanding death of member served.

125. The signature to any notice to be given by the Company may be written or printed.

Signature of notices.

WINDING UP

126. If the Company shall be wound up, the surplus assets remaining after payment of all creditors shall be divided among the members in proportion to the Capital which at the commencement of the winding up is paid up, or ought to have been paid up, on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid-up Capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. But this Article is to be subject to the rights of any shares which may be issued on special terms or conditions.

Rule for division of assets in liquidation.

127. If the Company shall be wound up the Liquidator (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, or vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the Resolution shall provide. Any such Resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

Powers to distribute in specie.

128. In the event of a winding up of the Company every member of the Company who is not for the time being in England shall be bound, within fourteen days after the passing of an effective Resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing

Members abroad to give address for service.

on the Company appointing some householder in London upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the Liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in "The Times," or by a registered letter sent through the post and addressed to such member at his address as appearing in the Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY

Indemnity of
Directors and
officers.

129. Except so far as Section 205 of the Act otherwise provides :—

- (a) Each Director, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.
- (b) No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same shall happen through his own wilful neglect or default, or through his own dishonesty.

- W. Unless and until the Company by Ordinary Resolution shall otherwise determine, the number of directors shall not be less than one. Regulation 64 of Table A ("**Table A**") in the Schedule to the Companies (Tables A to F) Regulations shall not apply to the Company and any other provision of these Articles imposing a minimum number of directors shall be modified and read subject to this Article W.
- X. Without prejudice to Article Y below, if and for so long as there is more than one director, the quorum for the transaction of business at meetings of the directors may be fixed by the directors and if not so fixed shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- Y. If and for so long as there is only one director, the quorum for the transaction of business at meetings of the directors shall be reduced to one and such sole director may act alone in exercising without limitation all the powers and authorities vested in the directors of the Company by these Articles and Table A. Regulations 89 and 90 of Table A shall not apply and any provision in these Articles which requires the quorum for the transaction of business at a meeting of directors to be more than one or which would otherwise prohibit a sole director from exercising any right or power vested in the directors as a whole shall be read as if such quorum was one and such prohibition did not apply in circumstances where (but only in such circumstances) the number of directors was reduced to one.
- Z. The above Articles W, X and Y shall apply notwithstanding any other provisions of these Articles of Association which are contrary to the terms of such Articles W, X and Y or which cover the same subject matter but in a different manner and which were subsisting or adopted prior to the adoption of the aforesaid Articles W, X and Y.