

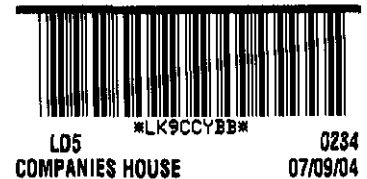
## THE COMPANIES ACT 1929

and

## THE COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**COOKSON MINERALS LIMITED**



- 1 The name of the Company is "COOKSON MINERALS LIMITED". <sup>\*1</sup>
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are: -
  - (a) To carry on the several trades or businesses of smelters, processors and refiners of antimony and manufacturers and distributors of and dealers in antimony and antimony oxides and sulphides and other compounds of antimony or of other metals, to carry out any process or processes, manufacture or manufactures in which zircon sand or silica or granite of the starting point or forms an integral part, to carry on the business of manufacturers and processors from metals, chemicals, minerals, ores and residues of and dealers and distributors in materials used in industries including but not limited to the foundry, ceramic, pottery, vitreous enamel, glass, plastics, polishing, electronic and engineering industries, to carry on the several businesses of traders, brokers and dealers in metals, chemicals, minerals, ores and residues.
  - (b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Chemical and Colour Manufacturers for the Pottery, Glass, Enamelled Iron and other trades and industries, Manufacturers and Merchants of and Dealers in and Agents for Commodities, Preparations and Articles for such or any trades, industries or businesses, Chemists, Drysalters, Oil and Colourmen, Importers and Exporters and Manufacturers of and Dealers in and Agents for Chemical, Industrial and other Preparations and Articles, Compounds, Cements, Oils,

<sup>1</sup> \* The original name of the Company "C.E. Ramsden and Company Limited" was changed to Cookson Minerals Limited on 1<sup>st</sup> January 1988.

Paints, Pigments and Varnishes, Paint and Colour Grinders, and Makers of and Dealers in and Agents for Proprietary Articles of all kinds; and to buy, sell, manufacture, refine, manipulate, import, export and deal (either by wholesale or retail or by way of agency) in all substances, apparatus, materials, and things capable of being used in any trade, business or industry, or for which there is a market, or required by any principals or customers of or persons having dealings with the Company.

- (c) (i) to carry on all or any of the business of researching, developing, investigating or experimenting with or with the technology relating to ceramics, ceramic materials or powder and other materials or chemicals for all kinds of applications;
- (ii) patenting or otherwise seeking and obtaining where and whenever necessary protection in respect of inventions made and results obtained from research, development, investigation or experimental work carried out by the Company and if necessary acquiring from third parties patents and other inventions irrespective of whether such invention, result or acquisition, related to ceramics, ceramic materials or powder and to grant licenses under, dispose of or exploit such patents, inventions, technology and other intellectual or industrial property rights;
- (iii) engineers, manufacturers, exporters, importers, dealers in all kinds of ceramics, ceramic materials and powder and other chemicals whether or not the same are compounds or derivatives thereof;
- (iv) engineers, manufacturers, merchants, exporters, importers, repairers and dealers in all kinds of plant, machinery, apparatus, appliances, equipment, components and accessories whether the same employ ceramics, ceramic materials or powder or not for use in connection with or for application to every type of industry;
- (d) To acquire, either by purchase or otherwise, all or any part of any business, property and liabilities (including mines and mining rights) of any company, firm, or person carrying on business of a nature similar to any business which may at any time hereafter be carried on by the Company or which in the opinion of the directors may usefully be carried on by the Company in association with its present activities, or which may be within the scope of any of the objects of the Company; and to do all things necessary or expedient for the proper development, working, and management of such business or property.
- (e) To invest the monies of the Company not immediately required upon such securities or in such manner as may from time to time be determined.

- (f) To take, make, carry on, prosecute, and defend all steps, contracts, agreements, negotiations, legal, arbitral and other proceedings, compromises, settlements, arrangements, and schemes; and to do all other acts conducive to or expedient for the interest or protection of the Company.
- (g) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.
- (h) To subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal in any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (i) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (j) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licenses, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- (k) To purchase, sell, lease, exchange, hire, improve, mortgage, license or otherwise acquire and deal with any land or property of any tenure or any interest in the same or any chattels and effects and to develop and turn to account with the same in given manner as may be thought expedient.
- (l) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purpose of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- (m) To amalgamate or enter into partnership or any joint venture or profit sharing arrangement or other association with any company, firm or person.
- (n) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

- (o) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- (p) To lend money or give credit to any company, firm or person on such terms as may be thought fit and with or without security and to guarantee or provide security (whether by personal covenant or by mortgage or charge or otherwise howsoever) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any shares or other securities of any company, whether having objects similar to those of the Company or not, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by s.736(5) of the Companies Act 1985 or another subsidiary, as defined by the said section, of the Company's holding company, or otherwise associated with the Company in business, and to give all kinds of indemnities.
- (q) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (r) To sell, lease, grant licenses, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully paid or partly paid up.
- (s) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (t) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- (u) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any individuals who are or were at any time in the employment or service of the Company or of any company which is

its holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependents of any such individuals to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the medical expenses and insurance of any such persons.

- (v) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees (including any director holding a salaried employment or office) or former employees, or those of its subsidiary or associated companies or holding company or subsidiaries or associates of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company, its subsidiary or associated companies or its holding company.
- (w) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company, or the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company.
- (x) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (y) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (z) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any

way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £400,000 divided into 4,000,000 ordinary shares of 10p each. <sup>\*2 3 4</sup>
- 6 Any of the shares of the Company for the time being unissued, and any new shares from time to time to be created may from time to time be issued with any such guarantee or right of preference, whether in respect of dividend or repayment of capital or both, or any other such special privilege or advantage over any shares previously issued or then about to be issued or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued.

WE, the several persons whose names, addresses, and descriptions 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
CYRIL EDWARD RAMSDEN, Park Lodge, Stone, Staffordshire, Colour and Chemical Manufacturer.	One
ROBERT HOGARTH RITCHIE, Park Way, Trentham, Staffordshire, Engineer.	One

Dated the 22<sup>nd</sup> day of January, 1934.

Witness to the above Signatures: -

W.S. PANTER,  
Clerk to Mr. R.W. BESWICK,  
Solicitor,  
Hanley.

<sup>2</sup> \*By Ordinary Resolution passed on 15 June 2004 the Company's share capital was consolidated from 4,000,000 ordinary 10p shares to 400,000 ordinary £1 shares.

<sup>3</sup> By Ordinary Resolution passed on 15 June 2004 the Company's share capital was increased from £400,000 divided into 400,000 ordinary shares of £1 each to £8,000,000 divided into 8,000,000 ordinary shares of £1 each.

<sup>4</sup> By Ordinary Resolution passed on 1 September 2004 the Company's share capital was increased from £8,000,000 divided into 8,000,000 ordinary shares of £1 each to £10,000,000 divided into 10,000,000 ordinary shares of £1 each.

## Cookson Minerals Limited

Shareholder/Stockholder	Security	Total Holding	% of Issued Held
Cookson (Europe) S.A.	£1 Ordinary Shares	7,979,994.00	99.9999248120301
Cookson Investments Limited	£1 Ordinary Shares	6.00	0.00007518796992481
Cookson Group plc	£1 Ordinary Shares	0.00	0.00
Cookson Investments Limited	10p Ordinary	0.00	0.00
Cookson Group plc	10p Ordinary	0.00	0.00
Malcolm Batey	10p Ordinary	0.00	0.00
Guy Helliwell	10p Ordinary	0.00	0.00
Frank Bradshaw	10p Ordinary	0.00	0.00



Page 1 of 1

15

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