

Company No 453553

THE COMPANIES ACT 1985-2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of LAPORTE GROUP  
PENSION TRUSTEES LIMITED  
(the "Company")

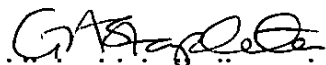
Passed on 11 January 2011

The following written resolution of the members of the Company was passed as an special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

**SPECIAL RESOLUTION**

THAT

the regulations contained in the printed document attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of its existing articles of association, including all the provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006.

 .. .. .

G A Stapleton (Miss)  
Secretary

THURSDAY



A43 13/01/2011 246  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**Company Number 453553**

**ARTICLES OF ASSOCIATION OF**

**LAPORTE GROUP PENSION TRUSTEES LIMITED**

**Incorporated 3 May 1948  
(amendments up to 4 November 2010)**

(as altered by Special Resolution passed on 23 December 2010)

**INTRODUCTION**

- A. The Company's name is "LAPORTE GROUP PENSION TRUSTEES LIMITED"
- B. The Company's registered office will be situate in England and Wales
- C. The liability of the members is limited

**ADOPTION OF THE MODEL ARTICLES**

- 1 In these articles "Model Articles" means Schedule 1 of The Companies (Model Articles) Regulations 2008 and any amendments thereafter. The Regulations contained in The Model Articles shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

**INTERPRETATION**

- 2 In these Articles, unless the context otherwise requires, the following expressions shall have the following meanings  
  
"the Act" means the Companies Act 2006 including any statutory re-enactment or modification from time to time in force

"address" in relation to a communication made by electronic means, includes any number or address used for the purposes of that communication

"electronic form" has the meaning given in the Act.

"electronic means" has the meaning given in the Act

"electronic signature" has the meaning given in s7(2) of the Electronic Communications Act 2000

"Holding company" means the holder of the majority of shares in the Company

"writing" or "written" includes any modes of reproducing words in a legible and non-transitory form including, unless provided otherwise, documents, notices or information sent by electronic means or in electronic form

- 3 Where pursuant to any provision of these Articles any notice, appointment of proxy, written resolution or other document which is in electronic form is required to be signed or executed by or on behalf of any person, that signature or execution includes the affixation by or on behalf of that person of an electronic signature in such form as the directors may approve.
- 4 Words and expressions which bear particular meanings in The Model Articles shall bear the same meanings in these articles.

## DIRECTORS

### **Powers of Directors**

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

### **Delegation of directors' powers**

6. The directors may delegate any of their powers
  - a. to such person or committee
  - b. by such means (including by power of attorney)
  - c. to such an extent
  - d. in relation to such matters or territories, and
  - e. on such terms and conditions

as they think fit

- 7 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
8. The directors may revoke any delegation in whole or part, or alter its terms and conditions

#### **Committees**

- 9 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- 10 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

#### **Appointment and removal of directors by majority shareholders**

- 11 (a) Without prejudice to the powers of the Company under the Act (including any statutory modification or re-enactment thereof for the time being in force) to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the shares giving the right to attend and vote at a general meeting of the Company may at any time and from time to time appoint any director who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove any director from office.
- (b) Any appointment or removal or removal in accordance with paragraph 11(a) above shall be by notice in writing to the Company signed by or on behalf of the appointer or appointers (which may consist of several documents in the like form each signed by or on behalf of one or more appointers) The notice may be
  - (i) delivered personally to the secretary or to a director other than the director being appointed or removed, or
  - (ii) sent by post in a prepaid envelope addressed to the Company's registered office or to another address designated by the directors for that purpose or by leaving it at the Company's registered office or such other address, or
  - (iii) sent by electronic communication to an address designated by the directors for that purpose

#### **Appointment of directors by board**

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

#### **Alternate directors**

- 13 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 14 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 15 An alternate director shall cease to be an alternate director if his appointer ceases to be a director.
- 16 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 17 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

#### **No age limit or share qualification**

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

#### **Disqualification and removal of directors**

- 19 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 18 of The Model Articles but also if he is removed from office pursuant to these articles. Regulation 18 of The Model Articles shall be modified accordingly

#### **Notice of board meetings**

20. Any director may call a directors' board meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall, during his absence, be sent in writing to him at an address or to a fax number given by him to the Company for this purpose. But if no request is made to the directors, it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 9 of The Model Articles shall be modified accordingly.

#### **Participation in board meetings by telephone or other electronic methods**

- 21 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. All or any of the members of the board may participate in a meeting of the board by conference telephone call, video link, internet relay chatroom or any other electronic equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is. Regulation 10 of The Model Articles shall be modified accordingly.

#### **Number of directors and quorum**

- 22 Unless and until the Company shall otherwise determine, by ordinary resolution, the number of directors shall not be subject to a maximum number, but shall not be less than two.
- 23 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person, who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
24. If the total number of directors for the time being is less than the quorum required, the remaining directors must not take any decision other than a decision to appoint further directors.

Regulation 11 of The Model Articles is modified accordingly.

#### **Resolution in writing**

25. A resolution in writing i) signed by all the directors for the time being entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a

quorum) or ii) to which each director has otherwise indicated agreement in writing shall be as valid and effectual as a resolution passed at a meeting of the board properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. In this article references to "in writing" include the use of electronic communications subject to such terms and conditions as the directors may decide.

#### **Directors may vote when interested**

- 26 A director who to his knowledge 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 the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulation 14(1) of The Model Articles shall not apply.

#### **Board power to authorise directors' conflicts of interest**

27. The Board may, in accordance with these Articles, authorise a matter proposed to it which would, if not authorised, involve a breach by a director of his duty under section 175 of the 2006 Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests
- 28 A director will not be in breach of his duty under section 175 of the Act merely because he is also an employee of Laporte Group Pension Trustees Limited, its immediate parent, Evonik Amalgamation Limited, associated & subsidiary companies or the ultimate holding company, Evonik Industries AG.
- 29 A reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties
30. An authorisation referred to in Article 27 above is effective only if
- (a) it is given in accordance with the requirements of the Act,
  - (b) in the case of an authorisation given at a meeting of the Board
    - (i) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and

- (ii) the matter has been agreed to without the director in question or any other interested director voting or would have been agreed to if their votes had not been counted
- (c) in the case of an authorisation given by resolution in writing
  - (i) the resolution is signed or approved in accordance with Article 25 by all the directors, and
  - (ii) the number of directors that sign or approve the resolution (disregarding the director in question and any other interested director) is not less than the number required to form a quorum under Regulation 11 of The Model Articles or Article 23, if it applies.
- 31 In cases where the quorum under Regulation 11 of The Model Articles cannot be met as a result of the application of Article 30(b)(i), for the purposes of Articles 28 to 33, the quorum shall be one
- 32 The Board may authorise a matter pursuant to Article 27 on such terms and for such duration, and impose such limits or conditions on it, as the Board may decide, and may vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. Any terms, limits or conditions imposed by the Board in respect of its authorisation of a director's conflict of interest may provide (without limitation) that
  - (a) if the relevant director has (other than through his position as director) information in relation to the relevant matter in respect of which he owes a duty of confidentiality to another person, he may or may not be obliged to disclose that information to the Company or to use or apply it in performing his duties as a director,
  - (b) the director may or may not be excluded from discussions in relation to the relevant matter whether at a meeting of the Board or any committee or sub-committee of the Board or otherwise,
  - (c) the director may or may not be given any documents or other information in relation to the relevant matter, and
  - (d) the director may or may not vote (or may or may not be counted in the quorum) at a meeting of the Board or any committee or sub-committee of the Board in relation to any resolution relating to the relevant matter
- 33 A director does not breach any duty he owes to the Company by virtue of sections 171 to 177 of the 2006 Act if he acts in accordance with such terms, limits and conditions (if any) as the Board imposes in respect of its authorisation of the director's conflict of interest or possible conflict of interest, including (without limitation) an authorisation given pursuant to Article 27.



## **SHARES AND DISTRIBUTIONS**

### **Rights attached to shares**

34. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide Regulation 22(1) of The Model Articles shall not apply.

### **Alteration to Share Capital**

- 35 The Company may by ordinary resolution
- a increase its share capital by new shares of such amount as the resolution prescribes,
  - b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
  - c subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others, and
  - d cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled
- 36 Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

### **Purchase of own shares**

- 37 Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

### **Authority to issue relevant securities**

- 38 Subject to the provisions of the Act and to these articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine The authority conferred on the

directors by this article shall remain in force for a period of five years from the date of adoption of these articles but may be revoked varied or renewed from time to time by the Company, either in general meeting or by written resolution in accordance with the Act.

#### **Disapplication of pre-emption rights**

- 39 In accordance with s567 of the Act, s561 (existing shareholders' right of pre-emption) and s562 (communication of pre-emption offers to shareholders) shall not apply.

### **DECISION-MAKING BY SHAREHOLDERS**

#### **Notice of general meetings**

40. The Company can, but need not, in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year
- 41 The directors may call general meetings and, on the requisition of members, pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting
42. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors, if more than one, each of them
- 43 Notice of every general meeting shall be given in
- a hard copy form
  - b electronic form, or
  - c. by means of a website in accordance with s309 of the Act
- or partly by one such means and partly by another

#### **Proceedings of General Meetings**

44. For the purposes of these articles, apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holders of any class of

shares. Regulation 38 of The Model Articles shall be modified accordingly.

#### **Votes of members**

- 45 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for which he is a proxy) shall have one vote, and on a poll every member, who is present in person or by proxy, shall have one vote for every share of which he is a holder. Regulation 42 of The Model Articles shall not apply.

#### **Delivery of proxies**

- 46 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person or such electronic address as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed, other machine-made or electronic copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 46 of The Model Articles shall not apply.

### **ADMINISTRATIVE ARRANGEMENTS**

#### **Directors' gratuities and pensions**

- 47 The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

#### **Official seal**

- 48 The Company can, but need not, have an official seal

- 49 If the Company does have an official seal, the Company may exercise all the powers conferred by the Act with regard to having any such official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed, shall be signed by such persons, if any, as the directors may from time to time determine. The Company shall not be obliged to seal share certificates and Regulation 49 of The Model Articles shall be modified accordingly.

#### **Secretary**

- 50 The Company need not appoint a secretary.
- 51 If the Company appoints a secretary, subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

#### **Means of communication to be used**

- 52 Any notice or other document may be served on or sent or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address, or by leaving it at that address addressed to the member, or, where appropriate, by using electronic communications to an address for the time being notified by the member concerned to the Company for that purpose, or by publication on a web site in accordance with the Act, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share service, sending or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or sending or delivery to all the joint holders.
- 53 Any notice or other document, if sent by the Company by post, shall be deemed to have been served or delivered twenty-four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the Company at a registered address otherwise than by post, or sent by electronic communications shall be deemed to have been served or delivered when it was so left or sent.
54. Regulation 48 of The Model Articles shall not apply.