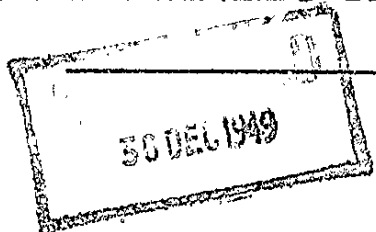


Number of }  
Company }

476641/1

Form No. 41.

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

THE LONDON LEAD OXIDE COMPANY  
LIMITED.

by

Linklaters & Paines,

Austin Friars House,

6, Austin Friars, London, E.C.2.



The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, PETER GRAY BENHAM

of Austin Friars House, 6, Austin Friars, London,  
E.C.2,

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of

THE LONDON LEAD OXIDE COMPANY

Limited,

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at 6 Austin Friars

in the City of London

the 13<sup>th</sup> day of December

one thousand nine hundred and forty nine

Peter Benham.

Before me,

William Peter

A Commissioner for Oaths For Notary Public or 1

Note.—This margin is reserved for binding and must not be written across.

Number of }  
Company }

476641/2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

50 DEC 1949



## Statement of the Nominal Capital OF

THE LONDON LEAD OXIDE COMPANY

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

*Presented by*

Linklaters & Paines,

Austin Friars House,

6, Austin Friars, London, E.C.2



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

THE LONDON LEAD OXIDE COMPANY Limited,

is £ 100---, divided into:

100 Shares of £1 each

Shares of each

\*Signature *Rickert Saines*

Description Solicitors to the Company

Dated the 13<sup>th</sup> day of December 1947

NOTE—This margin is reserved for binding and must not be written across.

\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.



476641/3

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

30 DEC 1949

## Memorandum of Association

OF

## THE LONDON LEAD OXIDE COMPANY LIMITED

1. The name of the Company is "THE LONDON LEAD OXIDE COMPANY LIMITED."

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

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

- (1) To carry on the business of manufacturing lead oxides and other chemicals, and to develop, extend and turn to account the same and to carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with the said business, or which is calculated directly or indirectly to develop any branch of the Company's business, or to increase the value of or turn to account any of the Company's assets, property or rights.
- (2) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (3) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (4) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.



- (5) 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 on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (6) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (7) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (8) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (9) To lend money to and guarantee 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 stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (10) To sell, lease, grant licences, 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 stocks, shares or securities of any other company whether fully or partly paid up.
- (11) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (12) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (13) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (14) 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 or otherwise, and either alone or in conjunction with others.
- (15) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

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 anywise 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 £100, divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
KEITH HOLCOMBE JOHNSON. LAINDON FRITH. BILLERICAY. ESSEX. <i>Company Director</i> <i>K. H. Johnson</i>	<i>one</i>
WILLIAM MCGHIE 115 PARK LANE, WALLINGTON, SURREY. <i>Chartered Accountant</i> <i>W. McGhie</i>	ONE
Total shares taken ..	TWO

Dated this 7<sup>th</sup> day of December 1949.

Witness to the above Signatures—

*F. E. C. Watson*

*26 Clifton Road*

*Wokingham, Surrey 2217*

*Chartered Accountant.*

476641/4



*The Companies Act 1948.*



COMPANY LIMITED BY SHARES.

30 DEC 1949

## Articles of Association

OR

# THE LONDON LEAD OXIDE COMPANY LIMITED

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles.

### PRIVATE COMPANY.

2. The Company is a Private Company and accordingly :—

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of 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 paragraph be treated as a single member.
- (C) No invitations shall be made to the public to subscribe for any shares or debentures of the Company.

3. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company together with such evidence as the Directors may require ; and if such requirements are not complied with may withhold any dividends or other payments due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons).

### CAPITAL.

4. The original capital of the Company is £100, divided into 100 shares of £1 each.

### LIEN.

5. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company whether fully paid or not.



## TRANSFER OF SHARES.

6. Subject to the provisions of clause 24 of Table A, Part I, any share may at any time be transferred to a person who is already a holder of shares in the capital of the Company for the time being. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

## PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Clause 53 of Table A, Part I, shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

9. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

10. In their application to the Company—

- (A) clause 62 of Table A, Part I, shall be modified by including therein after the words "in person" the words "or by proxy"; and
- (B) clause 67 of Table A, Part I, shall be modified by the deletion of the words "On a poll".

## DIRECTORS.

11. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than two nor more than five in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A, Part I, shall not apply to the Company.

12. In clause 78 of Table A, Part I, all the words after "as shareholder or otherwise" shall be deleted.

## POWERS AND DUTIES OF DIRECTORS.

13. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

14. The Directors may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the

Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following Article shall include any Director who may hold or have held any executive office or other office or place of profit or have been appointed to exercise special powers or authorities) and ex-employees of the Company, and of any such other companies, and their dependants, or any class or classes of such persons.

15. The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

16. The office of a Director shall be vacated in any of the following events, namely:—

- (A) If he become prohibited by law from acting as a Director.
- (B) If (not being an Executive Director holding office as such for a fixed term) he resign by notice in writing.
- (C) If he have a receiving order made against him or compound with his creditors.
- (D) If he be found lunatic or become of unsound mind.
- (E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
- (F) If he be removed from office by a notice in writing delivered to the Company and signed by or on behalf of a majority of the shareholders.

Clause 88 of Table A, Part I, shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS.

17. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Clause 106 of Table A, Part I, shall not apply to the Company.

#### ALTERNATE DIRECTORS.

18. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointor may by notice in writing to the Company from time to time direct; but save as aforesaid shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled

to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

#### INDEMNITY.

19. Subject to the provisions of the Act every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I, shall be extended accordingly.

---

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

KEITH HOLCOMBE JOHNSON  
LAINDON FRITH, BILLERICAY, ESSEX.  
Company Director

*K. K. Johnson*

WILLIAM MCGHIE  
115 PARK LANE, WALLINGTON, SURREY.

Chartered Accountant

*W. McGhie*

---

Dated this 7<sup>th</sup> day of December 1949.

Witness to the above Signatures—

F. E. L. Watson

26 Clifton Road

Concord, Surrey

Chartered Accountant

DUPLICATE FOR THE FILE.

No. 176641



## Certificate of Incorporation

I Hereby Certify, That

THE LONDON LEAD OXIDE COMPANY LIMITED

is this day Incorporated under the Companies Act, 1948  
and that the Company is Limited.

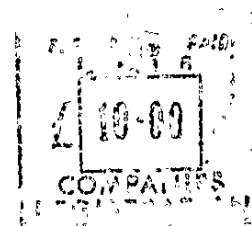
Given under my hand at London this Thirtieth day of  
December One Thousand Nine Hundred and Forty-nine.

*[Signature]*  
Registrar of Companies.

Certificate  
received by }

*[Signature]*  
Date *[Signature]*

0.476641 / 34  
0.1224121



k10

THE COMPANIES ACT 1949

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE LONDON LEAD OXIDE COMPANY LIMITED

Passed 4th January 1973

At an EXTRAORDINARY GENERAL MEETING of the Members of the London Lead Oxide Company Limited, duly convened, and held at 14 Gresham Street, in the City of London, on Thursday the 4th day of January 1973, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

THAT the name of the Company be and it is hereby changed to LEAD INDUSTRIES OVERSEAS LIMITED.

*C. W. Rice*

Chairman

36

*[Handwritten signature]*



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 476641/35.

I hereby certify that

**THE LONDON LEAD OXIDE COMPANY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**LEAD INDUSTRIES OVERSEAS LIMITED**

Given under my hand at London the 19th January 1975.

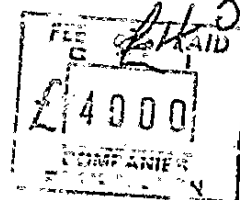
*N Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies



476 541

46  
THE COMPANIES ACTS 1948 TO 1967



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

LEAD INDUSTRIES OVERSEAS LIMITED

Passed 21st February 1978

-----  
At an EXTRAORDINARY GENERAL MEETING of the members of Lead Industries Overseas Limited, duly convened and held at 14 Gresham Street in the City of London on Friday the 10th day of March 1978, the following resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

THAT the name of the company be and it is hereby changed to L.I.G. INVESTMENTS LIMITED.

Chairman

Woyls  
£40  
003045





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 476641

47

I hereby certify that

**LEAD INDUSTRIES OVERSEAS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**L.I.G. INVESTMENTS LIMITED**

Given under my hand at Cardiff the 5TH APRIL 1978

*D. A. Pendlebury*  
D. A. PENDLEBURY

Assistant Registrar of Companies



No. 476641

62

THE COMPANIES ACTS 1948 TO 1981



COMPANY LIMITED BY SHARES

RESOLUTION

L.I.G. of

LIG INVESTMENTS

LIMITED

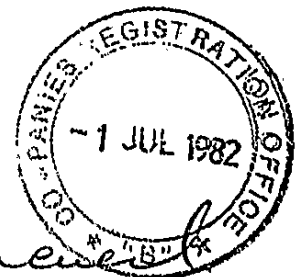
Passed 18th June 1982

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 14 Gresham Street, London EC2V 7AT on 14th June 1982 the following Resolution was passed as a SPECIAL RESOLUTION :-

RESOLUTION

THAT the name of the Company be changed to

"COOKSON INVESTMENTS LIMITED"



*Laurel Mew*

Secretary

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

476641

63

I hereby certify that

L.I.G. INVESTMENTS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

COOKSON INVESTMENTS LIMITED

Given under my hand at Cardiff the

21ST JULY 1982

A handwritten signature in dark ink, appearing to read 'R. V. Jones', written over a horizontal line.

Assistant Registrar of Companies

No. 476641

66  
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

COOKSON INVESTMENTS LIMITED

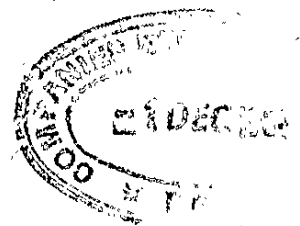
Passed 21st November , 1983

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 21st November , 1983 the following Resolutions were passed as SPECIAL RESOLUTIONS:-

1. THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3 thereof and the substitution therefor of a new Clause 3 in the form produced to the Meeting and signed for the purposes of identification by the Chairman thereof.
2. THAT there be adopted as the Articles of Association of the Company new Articles of Association, in the form produced to the Meeting and signed for the purposes of identification by the Chairman thereof, to the exclusion of all other Articles of Association.

*1000*  
Secretary

1 DEC 1983



9-12-83

476641

h. k. de-  
476641  
67

Draft/GTHC/17.10.1983

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(Amended by a Special Resolution passed on the 21st day  
of November, 1983)

OF

COOKSON INVESTMENTS LIMITED

1. The name of the Company is "COOKSON INVESTMENTS LIMITED".

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 business of a holding and management company in all its branches and to co-ordinate, finance and manage all or any part of the businesses and activities of any companies, firms, bodies and persons including, without prejudice to the generality of the foregoing, any companies which are subsidiaries of or controlled directly or indirectly by the Company or any company of which the Company is a subsidiary or in which the Company or any company of which the Company is a subsidiary or is interested whether directly or indirectly, and to enter into any agreement or arrangement with, or relating to, any such other companies, firms, bodies or persons for financing, lending money to, acquiring and leasing plant, equipment or assets of all descriptions or otherwise assisting the same, or to make any other arrangement with, or relating to, the same which may seem desirable.

\* NOTE: The name of the Company was changed from The London Lead Oxide Company Limited to Lead Industries Overseas Limited on the 19th day of January, 1973, from Lead Industries Overseas Limited to LIG Investments on the 5th day of April, 1978 and from LIG Investments Limited to Cookson Investments Limited on the 21st day of July, 1982.

- (B) 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.
- (C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, 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.
- (D) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (E) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, 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.
- (F) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes 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.
- (G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (J) 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 all or any part of the undertaking, 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.
- (K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- (L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (M) 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.
- (N) To sell, lease, grant licences, 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 or partly paid up.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (P) 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.
- (Q) 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 is a subsidiary of the Company or any such 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 dependants 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 insurance of any such persons.

- (R) 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 or former employees, or those of its subsidiary or holding company or subsidiary 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 or its holding company.
- (S) 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.
- (T) 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.
- (U) 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 £100 divided into 100 shares of £1 each.

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

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

---

Keith Holcombe Johnson  
Laindon Frith,  
Billericay,  
Essex.

One

Company Director

William McGhie,  
115 Park Lane,  
Wallington,  
Surrey.

One

Chartered Accountant

---

Total Shares taken:

Two

---

DATED the 7th day of December, 1949.

WITNESS to the above Signatures:-

F.C.C. WATSON,  
26 Clifton Road,  
Coulson,  
Surrey.

Chartered Accountant



476641  
Draft/GTHC/27.10.1983

N. J. K. S. - done

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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NEW  
ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on  
., 1983)

OF  
COOKSON INVESTMENTS LIMITED

---

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

4. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment

for any such purpose otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Regulation 3 shall not apply.

#### TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of Regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

#### PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any General Meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution.

In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A shall be modified accordingly.

#### DIRECTORS

11. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

13. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

14. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages

directly or indirectly accruing to him thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

17. The Directors may, in addition to the powers vested in them pursuant to Article 21 hereof, establish any Local Boards or Local Committees for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or Local Committees, or any managers or agents, and may fix their remuneration, and may delegate to any such Local Boards or Local Committees or manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such Local Boards or Local Committees, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

18. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of Managing or Deputy or Assistant Managing Director) shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these presents.

19. The office of a Director shall be vacated in any of the events specified in Regulation 88 save that a Director shall vacate office under Paragraph (f) of such regulation only if in the circumstance therein mentioned the Director by resolution so determines. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

20. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

21. Without prejudice to the provisions of Article 17 hereof the Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.

22. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 24 his alternate Director) for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 shall not apply.

23. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

24. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall

be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### NOTICES

25. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

#### INDEMNITY

26. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any

proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.

#### [OVERRIDING PROVISIONS]

27. Whenever Cookson Group plc (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles :-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.]

*Linklaters & Paines*

EUROPEAN COMMUNITIES ACT 1972

No. 476641 FILED PURSUANT TO SECTION 9

68

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

### Memorandum

(Amended by Special Resolution passed on the 21st day of November, 1983)

AND

NEW

### Articles of Association

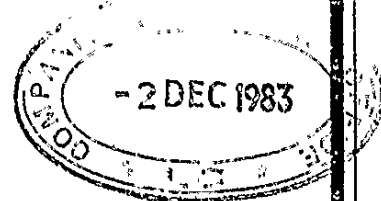
(Adopted by Special Resolution passed on the 21st day of November, 1983)

OF

COOKSON INVESTMENTS LIMITED

Incorporated the 30th day of December, 1949

LINKLATERS & PAINES, (GTHC)  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.





No. 476641

THE COMPANIES ACTS 1948 to 1981

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C O M P A N Y L I M I T E D B Y S H A R E S

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SPECIAL RESOLUTIONS

OF

COOKSON INVESTMENTS LIMITED

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Passed the 21st November, 1983

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At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 21st November, 1983 the following Resolutions were passed as SPECIAL RESOLUTIONS:-

1. THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3 thereof and the substitution therefor of a new Clause 3 in the form produced to the Meeting and signed for the purposes of identification by the Chairman thereof.
2. THAT there be adopted as the Articles of Association of the Company new Articles of Association, in the form produced to the Meeting and signed for the purposes of identification by the Chairman thereof, to the exclusion of all other Articles of Association.

IAN R. McNEIL  
Secretary



No. 476641



## Certificate of Incorporation

ON CHANGE OF NAME

I HEREBY CERTIFY that L.I.G. INVESTMENTS LIMITED having  
by special resolution changed its name, is now incorporated  
under the name of COOKSON INVESTMENTS LIMITED.

GIVEN under my hand at Cardiff the 21st July, 1982.

ASSISTANT REGISTRAR OF COMPANIES

No. 476641



## Certificate of Incorporation

ON CHANGE OF NAME

I HEREBY CERTIFY that LEAD INDUSTRIES OVERSEAS LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of L.I.G. INVESTMENTS LIMITED.

GIVEN under my hand at Cardiff the 5th April, 1978.

D.A. PENDLEBURY  
ASSISTANT REGISTRAR OF COMPANIES

No. 476641



## Certificate of Incorporation

ON CHANGE OF NAME

I HEREBY CERTIFY that THE LONDON LEAD OXIDE COMPANY LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of LEAD INDUSTRIES OVERSEAS LIMITED

GIVEN under my hand at London the 19th January, 1973.

N. TAYLOR  
ASSISTANT REGISTRAR OF COMPANIES

No. 476641



## Certificate of Incorporation

I HEREBY CERTIFY that THE LONDON LEAD OXIDE COMPANY LIMITED is this day incorporated under the Companies Act 1948 and that the Company is Limited.

GIVEN under my hand at London this 30th day of December, 1949.

REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1948 to 1981

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C O M P A N Y L I M I T E D B Y S H A R E S

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MEMORANDUM OF ASSOCIATION

(Amended by a Special Resolution passed on the 21st day  
of November, 1983)

OF

COOKSON INVESTMENTS LIMITED

---

1. The name of the Company is "COOKSON INVESTMENTS LIMITED"\*. .

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 business of a holding and management company in all its branches and to co-ordinate, finance and manage all or any part of the businesses and activities of any companies, firms, bodies and persons including, without prejudice to the generality of the foregoing, any companies which are subsidiaries of or controlled directly or indirectly by the Company or any company of which the Company is a subsidiary or in which the Company or any company of which the Company is a subsidiary or is interested whether directly or indirectly, and to enter into any agreement or arrangement with, or relating to, any such other companies, firms, bodies or persons for financing, lending money to, acquiring and leasing plant, equipment or assets of all descriptions or otherwise assisting the same, or to make any other arrangement with, or relating to, the same which may seem desirable.

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\*NOTE: The name of the Company was changed from The London Lead Oxide Company Limited to Lead Industries Overseas Limited on the 19th day of January, 1973, from Lead Industries Overseas Limited to LIG Investments on the 5th day of April, 1978 and from LIG Investments Limited to Cookson Investments Limited on the 21st day of July, 1982.

- (B) 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.
- (C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, 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.
- (D) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (E) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, 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.
- (F) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes 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.
- (G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (J) 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 all or any part of the undertaking, 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.

- (K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- (L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (M) 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.
- (N) To sell, lease, grant licences, 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 or partly paid up.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (P) 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.
- (Q) 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 is a subsidiary of the Company or any such 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 dependants 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 insurance of any such persons.

- (R) 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 or former employees, or those of its subsidiary or holding company or subsidiary 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 or its holding company.
- (S) 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.
- (T) 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.
- (U) 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 £100 divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>KEITH HOLCOMBE JOHNSON, Laindon Frith, Billericay, Essex.</p> <p>Company Director</p>	<p>One</p>
<p>WILLIAM MCGHIE, 115 Park Lane, Wallington, Surrey.</p> <p>Chartered Accountant</p>	<p>One</p>
<p>Total Shares taken:</p>	<p>Two</p>

DATED the 7th day of December, 1949.

WITNESS to the above Signatures:-

F.C.C. WATSON,  
26 Clifton Road,  
Coulsdon,  
Surrey.

Chartered Accountant

THE COMPANIES ACTS 1948 to 1981

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C O M P A N Y L I M I T E D B Y S H A R E S

---

NEW  
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 21st day  
of November, 1983)

OF

COOKSON INVESTMENTS LIMITED

---

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

4. Subject to the provisions of and so far as may be permitted by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for any such purpose otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Regulation 3 shall not apply.

## TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

6. Subject to the provisions of Regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

## PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any General Meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A shall be modified accordingly.

## DIRECTORS

11. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

13. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

14. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. A Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees

of the Directors. Regulation 86 shall be modified accordingly.

17. The Directors may, in addition to the powers vested in them pursuant to Article 21 hereof, establish any Local Boards or Local Committees for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or Local Committees, or any managers or agents, and may fix their remuneration, and may delegate to any such Local Boards or Local Committees or manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such Local Boards or Local Committees, or any of them, to fill any vacancies therein, and act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

18. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of Managing or Deputy or Assistant Managing Director) shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these presents.

19. The office of a Director shall be vacated in any of the events specified in Regulation 88 save that a Director shall vacate office under Paragraph (f) of such regulation only if in the circumstance therein mentioned the Director by resolution so determines. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

20. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

21. Without prejudice to the provisions of Article 17 hereof the Directors may delegate any of their powers or discretions to committees consisting of one or more members

of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.

22. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 24 his alternate Director) for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 shall not apply.

23. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

24. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director

his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### NOTICES

25. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

#### INDEMNITY

26. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.



## OVERRIDING PROVISIONS

27. Whenever Cookson Group plc (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

No. 476641

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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**Memorandum**

(Amended by Special Resolution  
passed on the 21st day of  
November, 1983)

AND

NEW

**Articles of Association**

(Adopted by Special Resolution  
passed on the 21st day of  
November, 1983)

OF

COOKSON INVESTMENTS LIMITED

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Incorporated the 30th day  
of December, 1949

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LINKLATERS & PAINES, (GTHC)  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.

GTHC12572/29.11.83/S  
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