

No. 831433

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
AKZO NOBEL CPIM LIMITED

The following resolution was duly agreed to by the Members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 passed as Ordinary and Special Resolutions, on 18th September 2009

ORDINARY RESOLUTION

THAT with effect from 00.001 a.m. on 1st October 2009, and in accordance with Sections 550 and 569 of the Companies Act 2006 (the "2006 Act"), the Directors be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any future allotment provided that the authority granted by this resolution shall cease to have effect where:

- 1.1 This power is revoked;
- 1.2 The Company ceases to be a private company limited by shares; or
- 1.3 There is more than one class of shares in the Company.

SPECIAL RESOLUTIONS

THAT with effect from 00.001 a.m. on 1st October 2009,

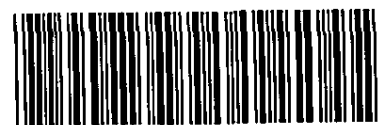
- a. the Articles of Association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association which by virtue of Section 28 of the Companies Act 2006 are to be treated as provisions of the Company's Articles of Association.
- b. The Articles of Association circulated to the Shareholder and initialled by the Company Secretary for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

O H. SECRETARIAT LIMITED


AUTHORISED SIGNATORY

SECRETARY

MONDAY



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COMPANIES HOUSE

No. 831433

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

AKZO NOBEL CPIM LIMITED

Adopted by a resolution passed on 18 September 2009

(Effective from and including, 1 October 2009)

CERTIFIED TRUE COPY

O.H. SECRETARIAT LIMITED

Secretary ... AUTHORIZED SIGNATORY

ARTICLES OF ASSOCIATION

AKZO NOBEL CPIM LIMITED

Adopted on by a resolution passed on 18 September 2009
(Effective from and including, 1 October 2009)

PART 1 INTERPRETATION

1. Defined terms

PART 1A THE COMPANY

2. Name of the Company
3. Limited liability

Part 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority
5. Shareholders' reserve power
6. Directors may delegate
7. Committees

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively
9. Unanimous decisions
10. Calling a directors' meeting
11. Participation in directors' meetings
12. Quorum for directors' meetings
13. Chairing of directors' meetings
14. Casting vote

15. Conflicts of interest in relation to a proposed transaction or arrangement with the Company
16. Conflicts of interest other than in relation to a proposed transaction or arrangement with the Company
17. Records of decisions to be kept
18. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

19. Methods of appointing directors
20. Termination of director's appointment
21. Appointment and removal of directors by majority shareholders
22. Directors' remuneration
23. Directors' expenses

PART 3

SHARES AND DISTRIBUTIONS

SHARES

24. All shares to be fully paid up
25. Powers to issue different classes of share
26. Exclusion of rights to offers on a pre-emptive basis
27. Company not bound by less than absolute interests
28. Share certificates
29. Replacement share certificates
30. Share transfers
31. Transmission of shares
32. Exercise of transmitters' rights
33. Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

34. Procedure for declaring dividends
35. Payment of dividends and other distributions
36. No interest on distributions
37. Unclaimed distributions
38. Non-cash distributions
39. Waiver of distributions

CAPITALISATION OF PROFITS

- 40. Authority to capitalise and appropriation of capitalised sums

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

- 41. Attendance and speaking at general meetings
- 42. Quorum for general meetings
- 43. Chairing general meetings
- 44. Attendance and speaking by directors and non-shareholders
- 45. Adjournment

VOTING AT GENERAL MEETINGS

- 46. Voting: general
- 47. Errors and disputes
- 48. Poll votes
- 49. Content of proxy notices
- 50. Delivery of proxy notices
- 51. Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 52. Means of communication to be used
- 53. Company seals
- 54. No right to inspect accounts and other records
- 55. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 56. Indemnity
- 57. Insurance

PART 1

INTERPRETATION

Defined terms

1. In the articles, unless the context requires otherwise—

"articles"	means the company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in article 13;
"chairman of the meeting"	has the meaning given in article 43;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
"the Act"	means the Companies Act 2006;
"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"distribution recipient"	has the meaning given in article 35;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"fully paid"	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;

"group undertaking"	as defined in Section 1161(5) of the Companies Act 2006;
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006;
"holder"	in relation to shares means the person whose name is entered in the register of shareholders as the holder of the shares;
"instrument"	means a document in hard copy form;
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"paid"	means paid or credited as paid;
"participate"	in relation to a directors' meeting, has the meaning given in article 11;
"proxy notice"	has the meaning given in article 49;
"shareholder"	means a person who is the holder of a share;
"shares"	means shares in the Company;
"special resolution"	has the meaning given in section 283 of the Companies Act 2006;
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006;
"transmittee"	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

PART 1A

THE COMPANY

Name of the Company

- 2 The Company's name may be changed by a resolution of the directors.

3 **Limited Liability**

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 4 Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

Shareholders' reserve power

- 5(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- 6(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
- (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.
- 6(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 7(1) 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.
- 7(2) 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.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

8(2) If—

- (a) the Company only has one director, and
- (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

9(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director (the signatures need not be all on one copy) or to which each eligible director has otherwise indicated agreement in writing.

9(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

9(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

10(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

10(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company either before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

11(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

12(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 12(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed, it is two.
- 12(3) If the total number of directors in office is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the shareholders to appoint further directors.
- 12(4) For the purposes of any meeting held under articles 15 or 16 to authorise a director's conflict of interests, if there is only one eligible director in office other than the conflicted director or directors, then the quorum for the meeting shall be one eligible director.

Chairing of directors' meetings

- 13(1) The directors may appoint a director to chair their meetings.
- 13(2) The person so appointed for the time being is known as the chairman.
- 13(3) The directors may terminate the chairman's appointment at any time.
- 13(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 14(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 14(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest in relation to a proposed transaction or arrangement with the Company

- 15(1) Subject to the provisions of the Act, and provided the nature and extent of any interest of the director concerned has been disclosed to the other directors in accordance with the Companies Acts, a director:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director, or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested;
 - (c) may act by themselves or in their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if the director in question were not a director; and
 - (d) shall not, by reason of their office, be accountable to the Company for any benefit received from such office or employment or from such transaction or arrangement or from any interest in such body corporate. No such transaction or arrangement shall be avoided on the grounds of such interest or benefit received.
- 15(2) Subject where applicable to disclosure in accordance with the Companies Acts or these articles, and subject to (if applicable) any terms imposed by the directors in relation to any conflict of interest which may be authorised in accordance with Article 16, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement in which the director in question is interested, and if the director does so, the director's vote shall be counted and the director in question shall be taken into account when ascertaining whether a quorum is present.

15(3) Subject to paragraph 15(4), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

15(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Conflicts of interest other than in relation to a proposed transaction or arrangement with the Company

16(1) If a situation arises in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company (excluding any situation which cannot reasonably be regarded as giving rise to a conflict of interest, the provisions of this article shall apply.

16(2) The directors may, in accordance with the requirements set out in this article, authorise any matter which would, if not authorised, involve a director breaching their duty to avoid conflicts of interest.

16(3) Any authorisation under this article will only be effective if the matter is decided by the directors, for which purpose the director in question is not to be counted as participating in the meeting (or that part of the meeting) at which the matter is considered for voting or quorum purposes. Where a quorum cannot be obtained, authorisation must be obtained from the shareholders.

16(4) Any authorisation of a conflict under this article may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the conflict so authorised;
- (b) be subject to such terms and for such duration, or impose such limits and conditions as the directors may determine;
- (c) be terminated or varied by the directors at any time.

16(5) In authorising a conflict, the directors may decide (whether at the time of giving the authorisation or subsequently) that if the director in question has obtained any information through that person's involvement in the conflict otherwise than as a director of the Company and in respect of which that person owes a duty of confidentiality to another person or Company, the director is under no obligation to:

- (a) disclose such information to the directors or to any officers or employee of the Company;
- (b) use or apply such information in performing that person's duties as a director;

where to do so would amount to a breach of confidence.

16(6) Where the directors authorise a conflict they may provide without limitation that the director in question is not to be counted as participating in the decision-making process relating to the conflict for quorum or voting purposes.

16(7) A director shall not be regarded as in breach of the duty set out in section 175 of the Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that director also acting as a director of any group undertaking and in such situation, the relevant director:

- (a) may, in exercising independent judgement, take into account the success of other group undertakings as well as the success of the Company; and

(b) shall, where that other group undertaking is a parent undertaking, have a duty of confidentiality to the parent undertaking in relation to confidential information of the parent undertaking, but, subject to any terms imposed by the directors pursuant to this article, shall not be restricted by any duty of confidentiality to the Company from providing information to any parent undertaking.

16(8) A director shall not, by reason of their office or of the fiduciary relationship thereby established, be liable to account to the Company or the shareholders for any remuneration, profit or other benefit realised by reason of having any interest in a conflict authorised under this article or by the directors or by the Company in general meeting (subject in each case to any terms, limits, or conditions attaching to that authorisation) and no contract shall be liable to be avoided on the grounds of a director having any such interest.

Records of decisions to be kept

17 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

18 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

19(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution,
- (b) by a decision of the directors, or

(c) by notice of the appointment given in accordance with article 21.

19(2) In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

19(3) For the purposes of paragraph (2), where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

20 A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (b) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) notice of that person's resignation is given in accordance with article 21.

Appointment and removal of directors by majority shareholders

- 21 Any shareholder holding, or any shareholders holding in aggregate, at the relevant time a majority in nominal value of the issued share capital of the Company and carrying the right to attend and vote at general meetings of the Company may, by notice in writing, signed by or on behalf of the shareholder and delivered to the registered office or at a meeting of the directors or at a general meeting of the Company, appoint any person to be a director at any time or remove any director from office at any time (no matter how that person was appointed).

Directors' remuneration

- 22(1) Directors may undertake any services for the Company that the directors decide.
- 22(2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the Company as directors, and
 - (b) for any other service which they undertake for, or any executive office or employment with the Company.
- 22(3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director or former director.
- 22(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 22(5) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or

as other officers or employees of any group undertaking or of any other body corporate in which the Company is interested.

Directors' expenses

- 23 The Company may pay any reasonable expenses which the directors or other officers properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares or of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

- 24(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- 24(2) This does not apply to shares taken on the formation of the Company by the Company's subscribers.

Powers to issue different classes of share

- 25(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights and restrictions as may be determined by ordinary resolution.
- 25(2) 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 the directors may determine the terms, conditions and manner of redemption of any such shares.

- 25(3) At any time when the company has a single class of shares, the directors may exercise any power of the company to allot shares of that class or to grant rights to subscribe for or to convert any security into shares of that class.

Exclusion of rights to offers on a pre-emptive basis

- 26 In accordance with Section 567(1) of the Act, Sections 561 and 562 of the Act shall not apply to an allotment of equity shares (as defined in Section 560(1) of the Act) made by the Company.

Company not bound by less than absolute interests

- 27 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

- 28(1) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

- 28(2) Every certificate must specify—

- (a) in respect of how many shares, of what class, it is issued;
- (b) the nominal value of those shares;
- (c) that the shares are fully paid; and
- (d) any distinguishing numbers assigned to those shares.

28(3) No certificate may be issued in respect of shares of more than one class.

28(4) If more than one person holds a share, only one certificate may be issued in respect of it.

28(5) Certificates must—

(a) have affixed to them the Company's common seal, or

(b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

29(1) If a certificate issued in respect of a shareholder's shares is—

(a) damaged or defaced, or

(b) said to be lost, stolen or destroyed,

that shareholder, subject to having first complied with the obligations in sub-paragraphs (2)(b) and (c) of this article, is entitled to be issued with a replacement certificate in respect of the same shares.

29(2) A shareholder exercising the right to be issued with such a replacement certificate—

(a) may at the same time exercise the right to be issued with a single certificate or separate certificates;

(b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and

(c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

30(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

- 30(2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 30(3) The Company may retain any instrument of transfer which is registered.
- 30(4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 30(5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

- 31(1) If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share.
- 31(2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—
- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder from whom the transmittee derived such entitlement.
- 31(3) Transmittees do not have the right to attend or vote at a general meeting or any separate meeting of the holders of any class of shares in the Company, or to agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmitters' rights

- 32(1) Transmitters who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish.
- 32(2) If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it.
- 32(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmitters bound by prior notices

- 33 If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

- 34(1) The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 34(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 34(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 34(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify

otherwise, it must be paid by reference to each shareholder's holding of shares in the class in respect of which the dividend is paid on the date of the resolution or decision to declare or pay it.

34(5) If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.

34(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

34(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

35(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;

(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;

(c) sending a cheque made payable to such person by post to such person at such address as the distribution

recipient has specified either in writing or as the directors may otherwise decide; or

(d) by any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

35(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

36 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(a) the terms on which the share was issued, or

(b) the provisions of another agreement between the holder of that share and the Company.

Unclaimed distributions

37(1) All dividends or other sums which are—

(a) payable in respect of shares, and

(b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.

37(2) The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

37(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

Non-cash distributions

38(1) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution or by a decision of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

38(2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—

(a) fixing the value of any assets;

(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

(c) vesting any assets in trustees.

Waiver of distributions

39 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if—

(a) the share has more than one holder, or

- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

40(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—

- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

40(2) Capitalised sums must be applied—

- (a) on behalf of the persons entitled, and
- (b) in the same proportions as a dividend would have been distributed to them.

40(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

40(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.

40(5) Subject to the articles the directors may—

- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

41(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

41(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

41(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

41(4) In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.

41(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

42(1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

43(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

43(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or shareholder (including a proxy or corporate representative) to chair the meeting, and the appointment

of the chairman of the meeting must be the first business of the meeting.

43(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

44(1) Directors may attend and speak at general meetings or at any separate meeting of the holders of any class of shares in the Company, whether or not they are shareholders.

44(2) The chairman of the meeting may permit other persons who are not—

(a) shareholders of the Company, or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting or at any separate meeting of the holders of any class of shares in the Company.

Adjournment

45(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

45(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

45(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

45(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

45(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

45(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

46(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

46(2) The voting entitlements of shareholders are subject to any rights or restrictions attached to shares held by them, whether or not such rights or restrictions are set out in the articles.

Errors and disputes

- 47(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 47(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

- 48(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 48(2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- 48(3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- 48(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

49(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the shareholder appointing the proxy;
- (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate, and a proxy notice which is not delivered in such manner shall be invalid, unless the directors in their discretion, accept the notice at any time before the meeting (or adjourned meeting).

49(2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

49(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

49(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates

as well as the meeting itself.

Delivery of proxy notices

- 50(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 50(2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 50(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 50(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- 51(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

51(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

51(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

52(1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

52(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

52(3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

53(1) Any common seal may only be used by the authority of the directors.

53(2) The directors may decide by what means and in what form any common seal is to be used.

53(3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

53(4) For the purposes of this article, an authorised person is—

(a) any director of the Company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

54 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

55 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 56(1) Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which a director or officer of the Company may otherwise be entitled, every director or officer of the Company may be indemnified out of the assets of the Company against any liability incurred by that director or officer for default, breach of duty or breach of trust in relation to the affairs of the Company.
- 56(2) The Company may (but shall not be obliged to) indemnify a director or officer of an associated Company of the Company out of the assets of the Company against any liability incurred by that director for default, breach of duty or breach of trust in relation to the affairs of the Company of which that person is a director, including (if that person is a director of a Company which is a trustee of an occupational pension scheme) in connection with that Company's activities as trustee of an occupational pension scheme.
- 56(3) The Company may fund a director's, or officer's or former director's or officer's expenditure and that of a director or officer of any associated Company for the purposes permitted under the Act and may do anything to enable a director, officer or former director or officer, or a director former director or officer of any associated Company to avoid incurring such expenditure as provided in the Act.
- 56(4) No director or officer or former director or officer of the Company or of any associated Company shall be accountable to the Company or the shareholders for any benefit provided pursuant to this article and the receipt of such benefit shall not disqualify any person from being or becoming a director or officer of the Company.

Insurance

- 57(1) The directors may decide to purchase and maintain insurance, at the

expense of the Company, for the benefit of any relevant director or officer in respect of any relevant loss.

57(2) In this article—

- (a) a “relevant director or officer” means any director or officer or former director or officer of the Company or of an associated Company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director or officer in connection with that relevant director’s or officer’s duties or powers in relation to the Company, any associated Company or any pension fund or employees’ share scheme of the Company or associated Company, and;
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

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- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.