

G

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

412

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] [] [] [] [] []

18390821

Name of Company

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

I, HUGH GILBERT ARTHUR

of 1 GRESHAM STREET

LONDON EC2V 7BU

do solemnly and sincerely declare that I am† A SOLICITOR OF THE SUPREME COURT

ENGAGED IN THE FORMATION

of * SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 1 GRESHAM STREET
LONDON EC2V 7BU

Signature of Declarant

the 17th day of July

One thousand nine hundred and eighty four

before me Mark Wellster

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presenter's name, address and
reference (if any):

BIDDLE & CO.
1 GRESHAM STREET
LONDON EC2V 7BU

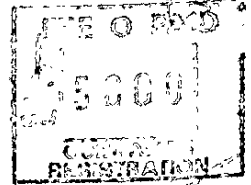
REF: AK

For official use
New companies section

Post room



20.7.84



The Companies Acts 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED



1. The name of the Company is "SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES 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 undertake the office of trustee of "The Synthetic Chemicals Limited Staff Pension and Life Assurance Scheme".
 - (B) To undertake the office of trustee of any other retirement benefits scheme or other scheme or arrangement for employees in which Synthetic Chemicals Limited or any of its subsidiary and associated companies may be interested.
 - (C) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary 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.

Handwritten: Bradbury
SPC (3)



Handwritten: Nat/west
019867
£204
P/8

12 3

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

R. S. Fawcett

one

ROBERT SEYMOUR FAWSETT
1 Gresham Street
LONDON
EC2V 7BU

One

Solicitor

H. G. Arthur

HUGH GILBERT ARTHUR
1 Gresham Street
LONDON
EC2V 7BU

one

One

Solicitor

Dated this 16th day of July 1984

Witness to the above signatures:-

Y. Jones

YVONNE MAY JONES
1 Gresham Street
LONDON
EC2V 7BU

Secretary

The Companies Acts 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

1239082

4

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1983 ("Table A") constitute the Articles of Association of the Company.

2. Regulations 11, 24, 75, 77, 87 and 89 to 94 of Table A do not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company and accordingly shall not offer any of its shares or debentures to the public or allot or agree to allot any of its shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

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

ALLOTMENT OF SHARES

5. For the period of five years from the date of incorporation of the Company the shares specified in Article 4 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 17(1) of the Companies Act 1980 shall not apply in relation to such shares.

TRANSFER OF SHARES

6. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.



LIEN

7. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

DIRECTORS

8. (1) The number of the Directors of the Company shall not be less than two.

(2) The first Directors of the Company shall be the persons named in the statement required to be delivered by Section 21 of the Companies Act 1976.

9. There shall be no shareholding qualification for Directors, but every Director shall be entitled to attend and speak at any general meeting of and at any separate meeting of the holders of any class of shares in the Company.

10. The proviso to Regulation 79 of Table A is excluded.

11. A Director who pursuant to Regulation 84(1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 of Table A are excluded.

12. Subject to the provisions of the Companies Acts 1948 to 1983 the Directors may exercise all the powers of the Company to pay and provide remuneration, incentives and other benefits (including pensions, life and other insurance, and gratuities and allowances on retirement or in respect of past services) for its present and former officers (including Directors), executives and employees and their families and dependants.

13. In Regulation 86 of Table A the words from and including "and every Director" to the end of the Regulation are excluded.

14. Regulation 88 of Table A is amended by excluding paragraph (a) and inserting at the end of paragraph (f) the words "and the Directors resolve that his office be vacated".

15. In each of Regulations 95 and 97 of Table A the second sentence is excluded.

RETIREMENT OF DIRECTORS

16. If the Company becomes subject to the provisions of Section 185 of the Companies Act 1948, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

ALTERNATE DIRECTORS

17. Each Director may appoint any person to act as his alternate Director during his absence, and may remove any person so appointed. Any such appointment or removal shall be in writing signed by the appointor and shall become effective upon delivery to the registered office of the Company. An alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions applying to the other Directors of the Company, and, while so acting, shall exercise and discharge all the functions, powers and duties of his appointor as a Director. A Director shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall cease to be an alternate Director upon his appointor ceasing to be a Director.

DIVIDENDS AND RESERVES

18. In Regulation 119 of Table A the words "in relation to the shares of the Company" are excluded.

NOTICES

19. In Regulation 131 of Table A there shall be substituted for the words "or to his registered address" the words "at his registered address" and the words "in the case of a notice of a meeting" and the words "and in any other case" to the end of the Regulation are omitted.

20. The words "entitled to receive notice of such meeting" are inserted after the words "every member" in paragraph (a) of Regulation 134 of Table A.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R S Fawcett

ROBERT SEYMOUR FAWSETT
1 Gresham Street
LONDON
EC2V 7BU

Solicitor

H G Arthur

HUGH GILBERT ARTHUR
1 Gresham Street
LONDON
EC2V 7BU

Solicitor

Dated this 16th day of July 1984

Witness to the above signatures:-

Y Jones

YVONNE MAY JONES
1 Gresham Street
LONDON
EC2V 7BU

Secretary

1

THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type,
bold block lettering* delete if
inappropriate

To the Registrar of Companies

For official use

1839082 5

Name of Company

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

1 GRESHAM STREET

LONDON EC2V 7BU

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

BIDDLE & CO.

1 GRESHAM STREET

LONDON EC2V 7BU

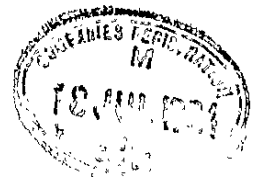
Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):BIDDLE & CO.
1 GRESHAM STREET
LONDON EC2V 7BU

REF: AK

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company(note 2) are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	ROBERT SEYMOUR FAWSETT	Business occupation	SOLICITOR
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	1 GRESHAM STREET	Date of birth (where applicable) (note 6)	
	LONDON EC2V 7BU		
Other directorships †			
ORIENT OVERSEAS ORGANISATION LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16 th July 1984	

Name (note 3)	HUGH GILBERT ARTHUR	Business occupation	SOLICITOR
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	1 GRESHAM STREET	Date of birth (where applicable) (note 6)	
	LONDON EC2V 7BU		
Other directorships †			
NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16 th July 1984	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	HUGH GILBERT ARTHUR
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	1 GRESHAM STREET LONDON EC2V 7BU
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>H.G. Arthur</i> Date <i>16th July 1982</i>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *R. J. Russell* [Subscriber] ~~[Agent]~~† Date *16th July 1982*

Signature *H.G. Arthur* [Subscriber] ~~[Agent]~~† Date *16th July 1982*

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1839082

I hereby certify that

SYNTHETIC CHEMICALS STAFF PENSION SCHEME
TRUSTEES LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

7TH AUGUST 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

A

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

7

1839082

Name of company

SYNTHETIC CHEMICALS STAFF PENSION TRUSTEES

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month
3 1 0 3

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

H. G. Arthur

[Director]

[Secretary]

Date

30th AUGUST 1984

Presentor's name, address and
reference (if any):

Biddle & Co.
1 Gresham Street
London EC2V 7BU

Ref. AK

For official use

General section

Post room



No. 1839082

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SYNTHETIC CHEMICALS STAFF PENSION
SCHEME TRUSTEES LIMITED

(PASSED 30th August 1984)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 1 Gresham Street London EC2V 7BU on 30th August 1984 the following resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the regulations set out in the draft Articles of Association produced to the meeting and, for the purpose of identification, signed by the Chairman of the meeting, be and the same are hereby adopted as the Articles of Association of the Company with effect from the termination of the meeting of the directors of the Company held on the day this resolution is passed in substitution for the Company's existing Articles of Association.

.....
R.S. FAWSETT
Chairman



Spent for identification 1839082.

The Companies Acts 1948 to 1983

*R. F. Farrell
Chairman*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed 30th August 1984)

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1983 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 24, 75 to 77, 87, 89 to 97, 99 to 104 and 107 to 109 (all inclusive) of Table A do not apply to the Company.

PRIVATE COMPANY ✓

3. The Company is a private company and accordingly shall not offer any of its shares or debentures to the public or allot or agree to allot any of its shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

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

ALLOTMENT OF SHARES

5. For the period of five years from the date of incorporation of the Company the shares specified in Article 4 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 17(1) of the Companies Act 1980 shall not apply in relation to such shares.

TRANSFER OF SHARES

6. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.



DIRECTORS

7. (1) In this Article the following expressions have the following meanings:-

"the ASTMS" means a representative body of the Association of Scientific, Technical and Managerial Staffs.

"the Scheme" means The Synthetic Chemicals Limited Staff Pension and Life Assurance Scheme

- (2) So long as the Company is Trustee of the Scheme, and so long as Synthetic Chemicals Limited is under a liability to contribute to the Scheme, the provisions of this Article shall govern the appointment of Directors.
- (3) The number of Directors of the Company shall be six.
- (4) Synthetic Chemicals Limited shall have the power to appoint four of the Directors. It may also remove any or all of the Directors so appointed and may appoint any person to fill any vacancy in the number of Directors so appointed. Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries a Director appointed pursuant to this paragraph (4) of Article 7 shall ipso facto cease to hold office unless before the date of such cessation of employment Synthetic Chemicals Limited has given notice in writing to the Company Secretary, signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, that the relevant Director's appointment is not so to cease on cessation of employment.
- (5) Each of the other two Directors shall be appointed and may be removed by the ASTMS with the consent of Synthetic Chemicals Limited (which shall not be unreasonably withheld). Each of such Directors must be a Member of the Scheme and one of them must be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes and the other must be so employed at Knottingley. Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by a duly authorised representative of the ASTMS and countersigned by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be a Member of the Scheme or on ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes or at Knottingley (as the case may be) a Director appointed pursuant to this paragraph (5) of Article 7 shall ipso facto cease to hold office.

(6) All the Directors shall retire from office at the end of the Annual General Meeting of the Company for 1986 and at the end of the Annual General Meeting in every third year thereafter.

(7) The Directors may act notwithstanding any vacancy in their body.

8. A Director shall not be entitled to any remuneration in respect of his services.

9. There shall be no shareholding qualification for Directors, but every Director shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares, in the Company.

10. The proviso to Regulation 79 of Table A is excluded.

11. A Director who pursuant to Regulation 84(1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 of Table A are excluded.

12. The quorum necessary for the transaction of the business of the Directors shall be three of whom one is the Chairman or the Vice-Chairman of the Board of Directors of the Company, the second is one of the Directors appointed pursuant to paragraph (4) of Article 7 (whether or not also being the Vice-Chairman of the Board of Directors of the Company), and the third is a Director appointed pursuant to paragraph (5) of Article 7.

13. The Chairman and the Vice-Chairman of the Board of Directors of the Company shall each be appointed by Synthetic Chemicals Limited from the Directors appointed pursuant to paragraph (4) of Article 7 and may each be removed by Synthetic Chemicals Limited. Any such appointment or removal shall be made by notice in writing addressed to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, and shall take effect when deposited at the registered office of the Company.

14. The Directors may delegate any of their powers to such persons (whether Directors or not) as they think fit.

15. If the Company becomes subject to the provisions of Section 185 of the Companies Act 1948, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

16. In Regulation 86 of Table A the words from and including "and every Director" to the end of the Regulation are excluded.

NOTICES

17. In Regulation 131 of Table A there shall be substituted for the words "or to his registered address" the words "at his registered address", and the words "in the case of a notice of a meeting" and the words "and in any other case" to the end of the Regulation are omitted.

G

COMPANIES FORM No. 353

353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

To the Registrar of Companies

For official use

Company number

[0114]

1839082

Name of company

*SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

gives notice that the register of members is [now] kept at:

LOWNDES ASSOCIATED PENSIONS LIMITED

TOWER HOUSE

MERRION WAY

LEEDS

Postcode LS2 8PA

†Delete as appropriate

Signed

Hervin Shep
AUTHORISED TO SIGN ON BEHALF OF
LOWNDES ASSOCIATED PENSIONS LIMITED

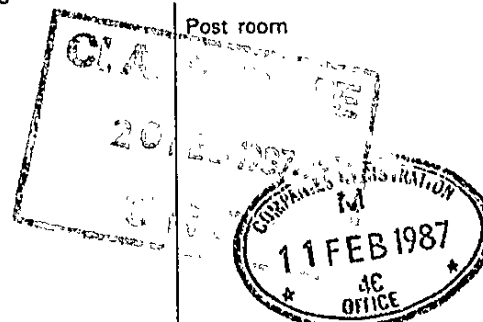
[Director][Secretary]† Date 19-1-1987

Presenter's name, address and reference (if any):

I. C. GOODWIN
ADDRESS ABOVE

For official use
General Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
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Companies G353

**Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not
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this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

[G][I][S]

1839082

Name of company

* SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

* Insert full name of
company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

LOWNDES ASSOCIATED PENSIONS LIMITED	
TOWER HOUSE	
MERRION WAY	
LEEDS	Postcode LS2 8PA

†Delete as
appropriate

Signed

Herwin Lloyd
AUTHORISED TO SIGN ON BEHALF OF
LOWNDES ASSOCIATED PENSIONS LIMITED

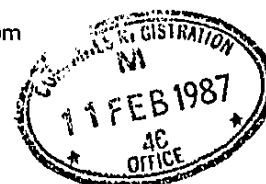
[Director][Secretary]† Date 19-1-1987

Presentor's name, address and
reference (if any):

I.C. GOODWIN
ADDRESS ABOVE

For official use
General Section

Post room



No. 1839082

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LIMITED

(DATED 17th MARCH 1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

RESOLUTION

THAT the name of the Company be changed to Synthetic Chemicals Pension Scheme Trustees Limited.

Director



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1839082

I hereby certify that

SYNTHETIC CHEMICALS STAFF PENSION SCHEME
TRUSTEES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES
LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 31 MARCH 1988

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

COMPANY NUMBER 1839082

SYNTHETIC CHEMICALS STAFF PENSION SCHEME TRUSTEES LTD

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

At a general meeting of the above-named company, duly convened and held at Breadsall Priory County Club, Derby, on Thursday 7 May 1987, the following Special Resolution was passed;

That, as the company is a dormant company within the meaning of Section 252 of the Companies Act 1985, the company shall be exempt from its obligation to appoint auditors under Section 384(1) of the Companies Act 1985.

Signed *Glen / Lamy* Director

Date 29.3.88



No. 1839082

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

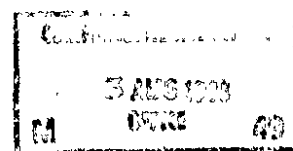
(DATED 25.7.1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

RESOLUTION

THAT:-

- (a) the provisions of the Memorandum of the Company with respect to the objects of the Company be altered by deleting the existing sub-clauses (A) to (D) of Clause 3 of such Memorandum and by substituting therefor the new sub-clauses (A) to (D) of Clause 3 set out in the document laid before the meeting and for the purpose of identification signed by a director of the Company;
- and



- (b) the regulations contained in the document annexed hereto and for the purpose of identification signed by a director of the Company be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

.....*Cheng Hwang*.....

Director

1839082.

Gray/Honey
Sellers

The Companies Acts 1948 to 1983

and

The Companies Act 1985

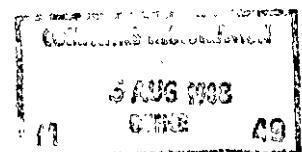
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

1. *The name of the Company is "SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES 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 undertake the office of trustee of "The Synthetic Chemicals Pension Scheme".
 - (B) To undertake the office of trustee of any other retirement benefits scheme or arrangement for employees in which Synthetic Chemicals Limited or any of its subsidiary and associated companies may be interested.
 - (C) To exercise the powers of investing any monies forming part of the Scheme and of transposing and varying any such investments.
 - (D) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
 4. The liability of the members is limited.
 5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.
- * The name of the Company was changed on 31 March 1988 from Synthetic Chemicals Staff Pension Scheme Trustees Limited.
- ** Sub-clauses (A) to (D) of Clause 3 were substituted for the existing sub-clauses (A) to (C) by written resolution of all the members of the Company dated 25 July 1988.



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
ROBERT SEYMOUR FAWSETT 1 Gresham Street LONDON EC2V 7BU Solicitor	One
HUGH GILBERT ARTHUR 1 Gresham Street LONDON EC2V 7BU Solicitor	One

Dated this 16th day of July 1984

Witness to the above signatures:-

YVONNE MAY JONES
1 Gresham Street
LONDON
EC2V 7BU

Secretary

18.39082.

C. J. King
Director

The Companies Acts 1948 to 1983

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

(adopted by written resolution of all the members dated 25 July 1988)

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 24, 65 to 69, 72 to 80, 82, 84, 87, 89 to 91 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

TRANSFER OF SHARES

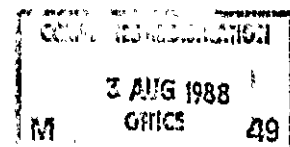
4. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

DIRECTORS

5. (1) In this Article the following expressions have the following meanings:-

"the ASTMS" means a representative body of the Association of Scientific, Technical and Managerial Staffs.

"the AUEW" means the Amalgamated Union of Electrical Workers.



"the EETPU" means the Electrical, Electronic, Telecommunications and Plumbing Union.

"the GMBATU" means the General, Municipal, Boilermakers and Allied Trades Union.

"the TGWU" means the Transport and General Workers Union.

"the Scheme" means The Synthetic Chemicals Pension Scheme.

- (2) So long as the Company is trustee of the Scheme, and so long as Synthetic Chemicals Limited is under a liability to contribute to the Scheme, the provisions of this Article shall govern the appointment of Directors.
- (3) The number of Directors of the Company shall be eleven.
- (4) Synthetic Chemicals Limited shall have the power to appoint six of the Directors. It may also remove any or all of the Directors so appointed and may appoint any person to fill any vacancy in the number of Directors so appointed. Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries a Director appointed pursuant to this paragraph (4) of Article 5 shall ipso facto cease to hold office unless before the date of such cessation of employment Synthetic Chemicals Limited has given notice in writing to the Company Secretary, signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, that the relevant Director's appointment is not so to cease on cessation of employment.
- (5) One Director shall be appointed and removed by Synthetic Chemicals Limited in the same manner described in paragraph (4) of Article 5 and must be a member of the supplemental section of the Scheme. On ceasing to be a member of the supplemental section of the Scheme a Director appointed pursuant to this paragraph 5 of Article 5 shall ipso facto cease to hold office and he shall also so cease to hold office on ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries unless before the date of such cessation of employment Synthetic Chemicals Limited has given notice in writing to the Company Secretary, signed by either the Managing director or the Personnel Director for the time being of Synthetic Chemicals Limited, that such Director's appointment is not so to cease on cessation of his employment.
- (6) As regards the other four Directors:-
 - (i) one Director shall be appointed and may be removed with the consent in either case of Synthetic Chemicals Limited (which shall not be unreasonably withheld) by a committee

consisting of the joint Shop Stewards together representing the AUEW, the GMBATU and the TGWU. Such Director must be a Member of the Scheme and must be employed at Four Ashes by Synthetic Chemicals Limited or by one of its subsidiaries;

(ii) one Director shall be appointed and may be removed with the consent in either case of Synthetic Chemicals Limited (which may not be unreasonably withheld) by a committee consisting of the joint Shop Stewards together representing the EETPU and the GMBATU. Such Director must be a Member of the Scheme and must be employed at Knottingley by Synthetic Chemicals Limited or by one of its subsidiaries.

(iii) two Directors shall be appointed and may be removed by the ASTMS with the consent in either case of Synthetic Chemicals Limited (which shall not be unreasonably withheld). Each of such Directors must be a Member of the Scheme and one of them must be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes and the other must be so employed at Knottingley.

Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by one or more duly authorised representatives of the relevant Unions and countersigned by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be a Member of the Scheme or on ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes or at Knottingley as required by the foregoing provisions a Director appointed pursuant to this paragraph (6) of Article 5 shall ipso facto cease to hold office.

(7) All the Directors shall retire from office at the end of the Annual General Meeting of the Company for 1989 and at the end of the Annual General Meeting in every third year thereafter.

(8) The Directors may act notwithstanding any vacancy in their body.

6. The quorum necessary for the transaction of the business of the Directors shall be six of whom one is the Chairman or the Vice-Chairman of the Board of Directors of the Company, two of whom are Directors appointed pursuant to paragraph (4) of Article 5 (whether or not one of them is also the Vice-Chairman of the Board of Directors of the Company), and three of whom are Directors appointed pursuant to paragraphs (5) or (6) of Article 5.
7. The Chairman and the Vice-Chairman of the Board of Directors of the Company shall each be appointed by Synthetic Chemicals Limited from the Directors appointed pursuant to paragraph (4) of Article 5 and may each be removed by Synthetic Chemicals Limited. Any such appointment or removal shall be made by notice in writing addressed to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, and shall take effect when deposited at the registered office of the Company.

8. The Directors may delegate any of their powers to such persons (whether Directors or not) as they think fit.
9. A Director shall not be entitled to any remuneration in respect of his services.
10. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

11. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.