

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Degussa UK Holdings Limited*

Name

1. The name of the company is "Degussa UK Holdings Limited" *.

Registered office

2. The company's registered office is to be situated in England and Wales.

Objects

3. The objects for which the company is established are:-

- (A) To carry on business as a general commercial company and to carry on any trade or business whatsoever.
- (B) To acquire by purchase, exchange, subscription or otherwise howsoever and to hold the whole or any portion of the share or loan capital or the assets or undertaking of any corporation, company, association, firm or person for the time being engaged, concerned or interested in any of the trades or businesses which the company or any of its subsidiary companies for the time being is authorised to carry on and generally to exercise the rights, enjoy the privileges and fulfil the obligations of the holders of the share or loan capital in any such corporation, company or association.
- (C) To subscribe, underwrite, purchase or otherwise acquire, hold and dispose of shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents or rights issued or granted by any government, authority, corporation, company, association or body of persons, and any options in respect thereof.
- (D) To carry on the businesses of manufacturers of and dealers, both wholesale and retail, in chemicals, chemical substances and allied substances, preparations, materials, articles, compounds, drugs,

* The Company was incorporated on 3rd March, 1992 under the name "Laporte 1992 plc" and its name was subsequently changed to "Laporte plc" on 22nd May, 1992 pursuant to a Special Resolution passed on 22nd May, 1992. The Company re-registered as a private company and changed its name to "Degussa UK Holdings Limited" pursuant to a Special Resolution passed on 31st May, 2001.

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medicines, biological substances, therapeutic substances, radio-active substances, disinfectants, detergents, soaps, soap powders, starches, laundry and dry-cleaning apparatus and supplies, ceramics and refractories, dyestuffs, paints, pigments and varnishes, explosives, gelatine, glues, synthetic resins, plastic substances of all kinds, rayons, silk substitutes, wood pulp, paper pulp, manufactured and natural fibres and fibrous substances of all kinds, paper, synthetic rubber, rubber substances, fertilising substances, agricultural requirements, proprietary articles and substances, fuels and fuel products, and food of all kinds, and electrical, wireless, radio, chemical, photographic, surgical and scientific apparatus and materials: also the businesses of contractors and engineers in all their branches, and of druggists, chemists, drysalters, oil and colourmen, cleaners, dyers, storekeepers, warehousemen, wharfingers, transport contractors, surveyors and architects.

- (E) *To carry on the businesses of manufacturers of and dealers, both wholesale and retail, in boxes, crates, cases, drums, tanks, bottles, cannisters, jars, baskets, and all other sundries used in the above-mentioned businesses, or any of them, and to carry on the businesses of packers of goods used in any of such businesses and carriers thereof to all parts of the world.*
- (F) *To buy, sell, manufacture, refine, manipulate, import, export, and deal in all substances, products, rights and things which can conveniently be dealt in by the company in connection with any of the above objects or required by any customers of or persons having dealings with the company.*
- (G) *To carry on any other trade or business whatsoever, whether manufacturing or otherwise, which is carried on or authorised to be carried on by any subsidiary company for the time being of the company or which could in the opinion of the Board be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or which is considered likely directly or indirectly to benefit the company or to enhance the value of or render profitable any of the property, assets or rights of the company.*
- (H) *To search for, prospect, examine, explore, test, develop, work, win, get, crush, grind, quarry, smelt, calcine, refine, dress, reduce, amalgamate, manipulate and prepare for market, manufacture, buy, sell, deal in and dispose of minerals and mineral ores, metal, coal, stone, earth, water, oil and mineral substances, and the produce of any mines, wells and quarries, whether belonging to the company or not, and generally to carry on any metallurgical, geological or mineralogical operations.*

- (I) *To purchase, take on lease, or in exchange, hire or otherwise acquire and use any real or personal property, and any rights or privileges in connection therewith, and in particular (without prejudice to the generality of the foregoing) any mines, land, buildings, easements, machinery, ships, steamers, barges, rolling stock, plant and stock-in-trade.*
- (J) *To lay out land for building purposes and to build on, improve, let on building leases, advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the company's interests.*
- (K) *To construct, carry out, maintain, improve, manage, develop, work and control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, canals, docks, wharves and other harbour works, wells, water works, sewage works, watercourses, hydraulic works, gas works, electric works, shops, stores, factories, warehouses and other works and conveniences, and contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, management, working, control and superintendence thereof.*
- (L) *To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right of user, or any invention, mechanism or process, secret or otherwise or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company; and to use, exercise, develop, grant licences in respect of, sell or otherwise dispose of, the property, rights or information so acquired, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, right of copyright or other rights or privileges in relation to any business for the time being carried on by the company.*
- (M) *To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the company for such consideration as may be thought fit and in particular for shares, debentures, debenture stock or other obligations or securities of any other company.*
- (N) *To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such government or authority all rights, concessions, and privileges which the company may think desirable to obtain, and to carry out, exercise*

and comply with any such arrangements, rights, privileges and concessions.

- (O) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions, or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
- (P) To raise, or borrow, or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking or property of the company, both present and future, including its uncalled capital, and to redeem, purchase, or pay off any such securities.
- (Q) To lend money to, or grant or provide credit or financial accommodation to, any person or company in any case in which such loan, grant or provision may be considered likely, directly or indirectly, to further any of the objects of the company or the interests of its members.
- (R) To enter into any guarantee, contract or indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of stocks and shares of all kinds and descriptions.
- (S) To subscribe or guarantee money for any purpose that may be considered likely, directly or indirectly, to further the objects of the company or the interests of its members, or for any national, charitable, benevolent, public, general or useful object or for any exhibition.
- (T) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the company (including directors and ex-directors), or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependents of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered likely, directly or indirectly, to benefit any such persons or otherwise further any of the objects of the company or the interests of its members.

- (U) *To adopt such means of making known the products of the company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.*
- (V) *To sell or dispose of the undertaking of the company, or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures, debenture stock or other obligations or securities of any other company.*
- (W) *To establish or promote, or concur in establishing or promoting, any company or companies whose objects shall include the acquisition of all or any of the property, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company and to accept as the consideration for such purchase or acquisition shares, debentures, debenture stock or other obligations or securities of any such company or companies.*
- (X) *To invest and deal with the moneys of the company not immediately required for the general purposes of the company upon such securities (other than in the share capital of the company) and in such manner as may from time to time be determined.*
- (Y) *To receive from any person or persons, whether a member or members, director or directors, employee or employees of the company or otherwise, or from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.*
- (Z) *To obtain any Provisional Order or Act of Parliament for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company.*
- (AA) *To draw, make, accept, indorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.*
- (BB) *To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place, any shares in the company's capital, or any debentures, debenture stock, or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.*

- (CC) *To distribute among the members of the company in specie any property of the company.*
- (DD) *To remunerate the directors, officials, servants and employees of the company and others out of or in proportion to the returns or profits of the company or otherwise as the company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the company with directors, officials, servants and employees of the company or any of them.*
- (EE) *To act as secretaries, managers, registrars or transfer agents for any other company.*
- (FF) *To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.*
- (GG) *To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.*

In this clause "company", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the nature of any trade or business carried on by the company, or by the fact that at any time the company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

Liability of members

4. *The liability of the members is limited.*

Share capital

5. The company's share capital is £50,000 divided into 100,000 shares of 50p each and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions. #

By a resolution dated 23rd March, 1992 the share capital was increased from £50,000 to £100,000,000 divided into 200,000,000 shares of 50p each.

By a resolution dated 5th February, 1993 the share capital was increased from £100,000,000 to £130,000,000 divided into 260,000,000 shares of 50p each.

By a resolution dated 11th June, 1999 the share capital was increased from £130,000,000 to £205,000,000 divided into 260,000,000 shares of 50p each and 7,500,000,000 B shares of 1p each.

By a resolution dated 2nd June, 2000 the share capital was increased from £205,000,000 to £280,000,000 divided into 260,000,000 shares of 50p each and 15,000,000,000 B shares of 1p each.

By a resolution dated 17th October, 2000 the share capital was increased from £280,000,000 to £480,000,000 divided into 260,000,000 shares of 50p each and 35,000,000,000 B shares of 1p each.

We, the subscribers of this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Subscribers		Number of shares taken by each subscriber
1.	Full name : Roger Bexon CBE	One
	Address : 33 York Terrace East, London NW1 4PT.	
2.	Full name : George Duncan	One
	Address : 30 Walton Street, London SW3 1RE	
Total shares taken:		Two
Dated 2nd March 1992		
Witness to the above signatures		
Full name	: Christopher Ernest Beasley	
Address:	: 22 Elm Grove, London N8 9AJ	

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PRIVATE COMPANY LIMITED BY SHARES

Registered No. 2695034

ARTICLES OF ASSOCIATION

of

DEGUSSA UK HOLDINGS LIMITED

(Articles adopted on 31 May 2001)

1. Adoption of Table A

In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

2. Interpretation

Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. In these articles, "address" in relation to electronic communications includes any number or address used for the purposes of such communications. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular article or where permitted by the directors in their absolute discretion. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

3. Rights Attached to Shares

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

4. *Unissued Shares*

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

5. *Initial Authority to Issue Relevant Securities*

Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

6. *Exclusion of Rights to Offers on a Pre-emptive Basis*

Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

7. *Transfer and Transmission of Shares*

7.1 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

7.2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy. Regulations 30 and 31 of Table A shall be modified accordingly.

8. *Notice of General Meetings*

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

9. *Proceedings at General Meetings*

For all purposes of these articles apart from when the company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. If, and for so long as, the company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

10. *Votes of Members*

At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

11. *Members may Vote When Money Payable by Them*

Regulation 57 of Table A shall not apply.

12. *Receipt of Proxies*

The appointment of a proxy must:

- (i) in the case of an appointment which is not contained in an electronic communication, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors;*
- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person*

as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (iii) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid.

Regulation 62 of Table A shall not apply.

13. *Alternate Directors*

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

14. *Power to Provide for Employees*

The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

15. *Power to Receive Uncalled Moneys*

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

16. *Delegation of Directors' Powers*

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

17. *Appointment and Removal of Directors by Majority Shareholders*

Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may

by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed). In this article references to in writing include the use of electronic communications.

18. *Appointment of Directors by Board*

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

19. *No Age Limit or Share Qualification*

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

20. *Exclusion of Rotation Requirements and Other Provisions*

Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.

21. *Disqualification and Removal of Directors*

The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

22. *Directors' Gratuities and Pensions*

The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

23. *Notice of Board Meetings*

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. Notice shall be given in this manner to all directors including any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. In this article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide. Regulation 88 of Table A shall be modified accordingly.

24. *Participation in Board Meetings by Telephone*

All or any of the members of the board may participate in a meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

25. *Resolution in Writing*

A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the board properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. In this article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide. Regulation 93 of Table A shall not apply.

26. *Directors May Vote When Interested*

A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. A reference in this article to a contract includes any transaction or arrangement (whether or not constituting a contract). Regulations 94 and 95 of Table A shall not apply.

27. *Official Seal*

The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

28. *Notices*

Any notice or other document may be served on or sent or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address, or by leaving it at that address addressed to the member, or, where appropriate, by using electronic communications to an address for the time being notified by the member concerned to the company for that purpose, or by publication on a web site in accordance with the Act, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share service, sending or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or sending or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

29. *Time of Service*

Any notice or other document, if sent by the company by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the company at a registered address otherwise than by post, or sent by electronic communications shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.