

WRITTEN RESOLUTION OF THE SOLE MEMBER UNDER COMPANIES ACT 2006

Company number 05671782

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LUCITE INTERNATIONAL GROUP1 LIMITED (the Company)

9 November 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

THAT:

- (a) the existing Articles of Association of the Company shall be amended by deleting all 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; and
- (b) the existing Articles of Association shall no longer apply to the Company and the new Articles of Association attached to this written resolution shall be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

The undersigned, a person entitled to vote on the above resolution on 9 November 2009, hereby irrevocably agrees to the Special Resolution:


.....
for and on behalf of **Lucite International Limited**
Director

Date 9th November 2009.....

SATURDAY



A34 *A8JQKEYN* 154
14/11/2009
COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of

LUCITE INTERNATIONAL GROUP1 LIMITED

Company Number: 5671782

Adopted by written resolution dated 9 November 2009

Registered Number: 5671782

THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LUCITE INTERNATIONAL GROUP1 LIMITED

INTRODUCTION

- 1 The Company's name is LUCITE INTERNATIONAL GROUP1 LIMITED.
- 2 The Company's registered office is situated in England and Wales.
- 3 The Company's objects are to carry on business as a general commercial company.

TABLE A

- 4 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended in relation to private companies limited by shares by the Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to adoption) of these Articles by the Company, ("**Table A**") apply to Lucite International Group1 Limited (the "**Company**") except insofar as they are excluded or varied by these Articles.

DEFINITIONS

- 5 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 6 The following definitions apply in these articles of association:

"**2006 Act**" means the Companies Act 2006;

"**Ordinary Shares**" means the ordinary shares of £0.000001 each in the capital of the Company; and

"**Subsidiary**" means in relation to an undertaking (the **holding undertaking**), any other undertaking in which the holding undertaking (or persons acting on its or their behalf) for the time being directly or indirectly holds or controls either:

- (a) a majority of the voting rights exercisable at general meetings of the members of that undertaking on all or substantially all matters; or

- (b) the right to appoint or remove directors having a majority of the voting rights exercisable at meetings of the board of directors of that undertaking on all, or substantially all, matters,

and any undertaking which is a Subsidiary of another undertaking shall also be a Subsidiary of any further undertaking of which that other is a Subsidiary.

PRIVATE COMPANY AND LIMITED LIABILITY

- 7 The Company is a private company. Accordingly, no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 8 The liability of the Members is limited to the amount, if any, unpaid on the shares held by them.

SHARE CAPITAL

- 9 The share capital of the Company at the date of the adoption of these Articles is £9.45 divided into 9,450,000 Ordinary Shares.
- 10 Subject to the provisions of the 2006 Act, all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any unissued shares in the capital of the Company (whether forming part of the original or any increased share capital) to such persons and generally on such terms and conditions and in such manner as they think fit.
- 11 Subject to the provisions of the 2006 Act, shares may be issued 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.
- 12 In accordance with the provisions of section 550 of the 2006 Act, the directors may exercise any power of the Company to:
- (a) allot shares; or
- (b) grant rights to subscribe for or to convert any security into such shares,

and any such allotment may be made as if section 561 of the 2006 Act (executing shareholders' right of pre-emption) did not apply to such allotment.

SHARE CERTIFICATES

- 13 A share certificate need not be sealed with the seal but may be executed as a deed in accordance with the Act and signed by any two directors or any director and the company secretary. Regulation 6 of Table A shall be modified accordingly.

LIEN

- 14 The lien conferred by Regulation 8 of Table A shall also attach to fully paid shares. The Company shall also have a first and paramount lien on all shares, whether or not fully paid, which are registered in the name of any person indebted or under any liability to the Company, whether or not he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFERS

- 15 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien. Regulation 24 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

- 16 If and for so long as the Company has only one member, then the sole member may agree that any general meeting (other than a general meeting called for the passing of an elective resolution) be called by shorter notice than that provided for by these Articles. Regulation 38 of Table A shall be modified accordingly.

ANNUAL GENERAL MEETINGS

- 17 The Company will not be obliged to convene an annual general meeting of the members save in circumstances where the members specifically request such a meeting in accordance with the provisions of the 2006 Act.

PROCEEDINGS AT GENERAL MEETINGS

- 18 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum. Regulation 40 of Table A shall be modified accordingly.
- 19 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved. Notice of an adjourned meeting shall be given to all the members of the Company. Regulation 45 of Table A shall be modified accordingly.
- 20 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members of the Company. The person so duly authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as such corporation could exercise if it were an individual member.
- 21 A poll may be demanded by a member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Regulation 46 of Table A shall be modified accordingly.

- 22 A demand for a poll may, before the poll is taken, be withdrawn. Regulation 48 of Table A shall be modified accordingly.

VOTES OF MEMBERS

- 23 Unless the directors otherwise determine, no member shall vote at any general meeting or at any separate meeting of the holders of any class of share in the Company (either in person or by proxy) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid. Regulation 57 of Table A shall not apply.
- 24 Subject to any rights or restrictions attached to any shares, each member who (being an individual is present in person or by proxy or (being a corporation) is present by duly authorised representative) shall have one vote for every Ordinary Share of which he is the holder.
- 25 The deposit of an instrument of proxy by a member shall not preclude such member from attending and voting at the meeting or at any adjournment thereof. Regulation 59 of Table A shall be modified accordingly.
- 26 An instrument appointing a proxy (and, where it is signed on behalf of the member by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at any such place as may be specified for that purpose in the notice convening the meeting (or, if no such place is specified, at the registered office of the Company) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. An instrument of proxy may be in the form of a facsimile or other machine-made copy and shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

- 27 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

- 28 Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office any alternate director so appointed by him. The alternate need not be approved by a resolution of the directors. Regulation 65 of Table A shall not apply. Every such appointment or removal shall be effected by notice in writing and signed by the relevant director. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Regulation 68 of Table A shall be modified accordingly.

- 29 The same person may be appointed as the alternate director of more than one director, in which event, such alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director whom he represents in addition to his own vote (if any) as a director, but he shall not be counted more than once for the purpose of determining whether or not a quorum is present.
- 30 An alternate director shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate director, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall be modified accordingly.
- 31 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be modified accordingly.
- 32 The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as a director. Regulation 67 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

- 33 Where any provision of these Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee of the directors, such provision shall be construed as permitting the exercise of such power, authority or discretion by such committee. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 34 Notwithstanding any other provision of these Articles, the holder or holders of more than half in nominal value of the issued Ordinary Shares in the capital of the Company may at any time and from time to time appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors) or remove any director from office. Every such appointment or removal shall be effected by notice in writing and signed by or on behalf of the relevant holder or holders. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.
- 35 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

REMUNERATION OF DIRECTORS

- 36 Any director who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of salary, commission or otherwise or may

receive such other benefits as the directors may determine. Regulation 82 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

- 37 A director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. A director may waive (either prospectively or retrospectively) the requirement that notice of a meeting of the directors or of a committee of the directors be given to him. Regulation 88 of Table A shall be modified accordingly.
- 38 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.
- 39 A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) through the medium of conference telephone or similar form of communications equipment provided that each director (or his alternate) participating in the meeting is able to hear and speak to each other participating director (or his alternate) throughout the meeting. A director (or his alternate) so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the 2006 Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is. The word "**meeting**" in these Articles shall be construed accordingly.
- 40 Without prejudice to the obligation of any director to disclose his interest in accordance with the 2006 Act or the provisions of these Articles, in respect of any matter in which a director is in any way interested, he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 of Table A shall be modified accordingly.
- 41 If and so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles or Table A, in which event, the provisions of these Articles and Table A shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

CAPITALISATION OF PROFITS

- 42 The directors may with the authority of an ordinary resolution of the Company:
- 42.1 subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;

- 42.2 appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- 42.3 make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- 42.4 authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

DIVIDENDS AND OTHER DISTRIBUTIONS

- 43 The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.
- 44 A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
- 45 Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
- 46 No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
- 47 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

NOTICES

- 48 Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address. Regulations 112 and 116 of Table A shall be modified accordingly.
- 49 A notice sent to an address outside the United Kingdom shall be deemed to be given at the expiration of seven days after the envelope containing it was posted. Regulation 115 of Table A shall be modified accordingly.

INDEMNITY

- 50 Subject to the provisions of the 2006 Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities suffered or incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 of Table A shall not apply.
- 51 Without prejudice to the provisions of Regulation 87 of Table A or the provisions of these Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary undertaking of the Company or in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company.