641 Return and Declaration Delivered For Registration By A Part XXIII Company

00237204

DEPARTMENT OF ENTERPRISE TRADE AND INVESTMENT
26 SEP 2006
POST RECEIVED
COMPANIES REGISTRY

Photocopies of this form will not be accepted

Please use upper and/or lower case letters exactly as you intend them to appear in **Company name** in **Black Ink. Please leave a blank box to indicate a space.**

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Company number ***(e.g. FC 099999)***:

05 2621700

Company name ***(in full)***:

ALBION CHEMICALS LIMITED

Country of incorporation:

ENGLAND AND WALES

Address of place of business in Northern Ireland:

Address Line 1: 8 SEAL ROAD

Address Line 2:

Post town: BELFAST

County/region:

Postcode: BT3 9LL

Constitution of the company:

(A certified English translation must be included)

A certified copy of the: *(mark the appropriate box)*

- [ ] Charter
- [x] Memorandum and Articles of Association
- [ ] Statutes
- [ ] Other instrument

constituting or defining the constitution of the company is/are delivered for registration.

Directors

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

MR

Forenames:

ARIE HARRY

Surname:

VAN BAARLEN

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

WILHELMINAHOEVE 16

KRIMPEN AAN DEN LJSSEL

Postcode:

2924 BE

Country:

NETHERLANDS

Date of birth *(DD/MM/YYYY)*:

10081946

Nationality:

DUTCH

Business occupation *(if any)*:

MANAGING DIRECTOR

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Directors *(continued)*

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

MR

Forenames:

CARL MARCEL

Surname:

BLOMME

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

AARDBEZIENSTRAAT 2

HEULE

Postcode:

8501

Country:

BELGIUM

Date of birth *(DD/MM/YYYY)*:

28071958

Nationality:

BELGIAN

Business occupation *(if any)*:

MANAGING DIRECTOR

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Directors *(continued)*

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

MR

Forenames:

MARC ACHIEL VALEER

Surname:

PATTYN

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

DRIEPIKKELSTRAAT 12

LEDEGEM

Postcode:

8880

Country:

BELGIUM

Date of birth *(DD/MM/YYYY)*:

26101944

Nationality:

BELGIAN

Business occupation *(if any)*:

MANAGING DIRECTOR

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Directors *(continued)*

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

MR

Forenames:

MARK

Surname:

DAY

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

2 WESTCROFT

WESTGATE NORTH NEWBALD

YORK

YORKSHIRE

Postcode:

YO43 4TX

Country:

UNITED KINGDOM

Date of birth *(DD/MM/YYYY)*:

03111965

Nationality:

BRITISH

Business occupation *(if any)*:

DIRECTOR

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Directors *(continued)*

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

MR

Forenames:

STEPHEN EDWARD

Surname:

HOLLAND

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

20 DORCHESTER ROAD

FIXBY

HUDDERSFIELD

WEST YORKSHIRE

Postcode:

HD2 2JZ

Country:

UNITED KINGDOM

Date of birth *(DD/MM/YYYY)*:

25051957

Nationality:

BRITISH

Business occupation *(if any)*:

DIRECTOR

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Directors *(continued)*

Please complete **all remaining** boxes on this form legibly, in **CAPITAL LETTERS** and in **Black Ink. Please leave a blank box to indicate a space. Use a separate row for each address line. Please do not fold this form.**

Title:

Forenames:

Surname:

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

Postcode:

Country:

Date of birth *(DD/MM/YYYY)*:

Nationality:

Business occupation *(if any)*:

If none other directorships:

☐ Yes ☐ No

Other directorships detail:

Company Secretary(ies)

Title:

MR

Forenames:

MARK

Surname:

DAY

Previous name:

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

2 WESTCROFT

WESTGATE NORTH NEWBALD

YORK

YORKSHIRE

Postcode:

YO43 4TX

Country:

ENGLAND

Company Secretary(ies) *(continued)*

Title:

Forenames:

Surname:

Previous name:

Company Secretary(ies) *(continued)*

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Address:

Postcode:

Country:

List of some one or more persons resident in Northern Ireland authorised to accept on the company's behalf service of process and any notice required to be served on it.

Person(s) Authorised

Title: MR

Forenames: ALISTAIR

Surname: MAGILL

Address: C/O ALBION CHEMICALS LIMITED

8 SEAL ROAD

BELFAST

Postcode: BT3 9LL

List of some one or more persons resident in Northern Ireland authorised to accept on the company's behalf service of process and any notice required to be served on it.

Person(s) Authorised *(continued)*

Title:

Forenames:

Surname:

Address:

Postcode:

Person(s) Authorised *(continued)*

Title:

Forenames:

Surname:

Address:

Postcode:

Declaration

Full name and address

I STEVEN EDWARD HOLLAND

of (address) 20, DORCHESTER RD HUDDERSFIELD

***delete as applicable**

a *director/~~*secretary/~~*person authorised to accept on the company's behalf service of process or any other notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Northern Ireland on

28 JULY 2001

enter date

and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1835

Signed

Declared at Rawdon, Leeds, West Yorkshire

the 18 day of September

two thousand and six

before me Joanne Yates

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

Number of continuation sheets attached to this form: ☐

Morley Mitchell Solicitors
Beech House
Horsforth Office Park
Manor Road
Horsforth
Leeds
LS18 4DX

Please ensure the form is fully completed and then send it to the Registrar of Companies at:
64 Chichester Street
Belfast BT1 4JX

To whom should Companies Registry direct any enquiries about the information on this form?

Contact name:

TUGHANS SOLICITORS

Address:

Address Line 1: MARLBOROUGH HOUSE

Address Line 2: 30 VICTORIA STREET

Post town: BELFAST

County/region:

Postcode: BT1 3GS

Tel: 028 9055 3300

Extension:

NOTES

1. The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:-

(a) by an official of the Government to whose custody the original is committed; or
(b) by a notary public; or
(c) by an officer of the company on oath taken before:
(i) a person having authority in that place to administer an oath; or
(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

2. The translation of the instrument must be certified to be a correct translation:-

(a) if the translation was made in the United kingdom, by
(i) a notary public in any part of the United Kingdom;
(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or
(b) If the translation was made outside the United Kingdom, by
(i) a notary public;
(ii) a person authorised in the place where the translation was made to administer an oath;
(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;
(iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.

3. 'Director' includes any person who occupies the position of a director, by whatever name called.

4. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s)

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

(a) in the case of a married woman, it was a name by which she was known before her marriage; or
(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
(c) In the case of a peer a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

5. Usual residential address must be given or, in the case of a corporation, the registered or principal office.

6. In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds one or more other directorships, particulars should be given of other directorships.

7. Directors' dates of birth must be given.

8. If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioner for Oaths Act 1889, or before any person having authority to administer an oath in that country.

00237205

THE COMPANIES ACT 1985

Company No. **5262170**

The Registrar of Companies for England and Wales hereby certifies that

ALBION CHEMICALS LIMITED

formerly called **ALBION CHEMICALS 100 LIMITED**

which name was changed by special resolution was incorporated under the **Companies Act 1985**

as a limited company on the **18th October 2004** and that the certificate of incorporation altered to meet the circumstances of the case was issued on the **14th December 2004**

Given at Companies House, Cardiff the **18th May 2006**

S MCDONALD
for the Registrar of Companies

Companies House
— for the record —

This certificate records the result of a search of the information recorded and kept by the Registrar of Companies. This information is derived from documents sent by companies or their authorised representatives that are accepted in good faith without verification by the Registrar. Accordingly, the Registrar is not able to and does not warrant in any way the accuracy or completeness of the information searched.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
26 SEP 2006
POST RECEIVED
COMPANIES REGISTRY

PRIVATE LIMITED COMPANY

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ALBION CHEMICALS 100 LIMITED

Incorporated on 18 OCTOBER 2004
COMPANY NUMBER 5262170

MARRIOTT HARRISON
12 GREAT JAMES STREET
LONDON WC1N 3DR
TEL:0207-209-2000
FAX:0207-209-2001

Certified a true copy of the original:
13 September 2006
DIRECTOR

No:-5262170

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ALBION CHEMICALS 100 LIMITED

1. The name of the Company is Albion Chemicals 100 Limited.

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

3.(i) The object of the Company is to carry on the business of a general commercial company.

(ii) Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things:

(a) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Directors of the Company may consider expedient and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(b) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery, facilities or services deemed necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the aforesaid things;

(c) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by the issue of stock, bonds or other obligations, perpetual or otherwise and whether or not at par;

(d) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, any other company associated in anyway with the Company), to guarantee,

support, subsidise or secure in any expedient manner the performance of obligations of any nature of any person, firm or company whatsoever, whether or not the Company receives any consideration therefor or advantage therefrom;

(e) for any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property, rights and assets of the Company, both present and future, including its uncalled capital for the time being;

(f) to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;

(g) to lend money or give credit with or without security and otherwise on such terms as may be considered expedient;

(h) to draw, accept, endorse, negotiate, discount, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments;

(i) to enter into partnership or into joint venture (or otherwise) or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

(j) to acquire and undertake or (whether or not with a view to closure or resale) the whole or any part of the business, property, assets and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;

(k) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company, by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part;

(l) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking or assets of the Company for such consideration as may be considered expedient;

(m) to accept shares, stock or other securities of any other company (formed or to be formed) in payment or part payment for any services rendered or for any disposal made to, or debt owing from, any such company;

(n) to establish and/or support, or aid in the establishment and/or support, of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families or dependants of any such persons; and to grant pensions, gratuities and allowances to and to make payments in any expedient manner towards insurance for the benefit of any such persons, their families or dependants and to subscribe or contribute to any charitable, benevolent or useful object of a public character;

(o) to establish and contribute to any scheme for the purchase or subscription by trustees of or for fully paid shares in the Company or its holding company (if any) to be held by or for the benefit of the Company's employees (including

directors) to enable them to purchase or subscribe for fully-paid shares of the Company or its holding company (if any) to be held by themselves by way of beneficial ownership;

(p) to promote or concur in the promotion of any company, the promotion of which shall be considered desirable;

(q) to pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company or any such company;

(r) to manage, supervise and control or to take part in the management, supervision and control of the business or operations of any company (including any subsidiary company) or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants, solicitors or other experts or agents;

(s) to distribute among the members in specie any property of the Company;

(t) to do all or any of the things the Company is authorised to do in any part of the world whether alone or in conjunction with others and whether as principals, agents, contractors, trustees or otherwise and whether by or through agents, sub-contractors, trustees or otherwise;

(u) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or any of the powers given to it by the Act or by this clause.

AND so that:

(1) None of the provisions set forth in any sub-clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly requires, be in anyway limited or restricted by reference to or inference from any other provision set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

(2) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of person, whether incorporated or unincorporated and whether domiciled in the United Kingdom or else where.

(3) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The share capital of the Company is £1000 divided into 1000 shares of £1.00 each.

We, the person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our respective name.

Name and address of subscriber	Number of shares taken by the subscriber
MH NOMINEES LIMITED 12 Great James Street London WC1N 3DR	ONE

Dated the 18 October 2004

WITNESS to the above signature:

L PICARDO
12 Great James Street
London WC1N 3DR

dw41018b

No:-5262170

THE COMPANIES ACTS 1985 to 1989

DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
26 SEP 2006
POST RECEIVED
COMPANIES REGISTRY

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ALBION CHEMICALS 100 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to Company. References herein to Table A are to the said Table A.

2. These Articles and the regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force affecting the Company (hereinafter together referred to as "the Statutes").

3. In these Articles, where the context so permits, words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; words importing persons shall include corporations; the expression "paid up" shall include credited as paid up; and reference to an article is to an article of these Articles and to a paragraph to a paragraph of the article in which the reference appears.

SHARE CAPITAL

4. The authorised share capital of the Company as at the date of adoption of these Articles is £1000 divided into 1000 ordinary shares of £1 each.

5. (A) The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, at any time or times during the period of five years from the date of the incorporation of the Company, to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.

(B) The authority contained in paragraph (A) shall expire at the end of the period referred to therein, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted,

after the expiry of such authority and shall allow the directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.

6. The powers from time to time vested in the directors to allot equity securities (as defined section 94(2) of the Companies Act 1985) shall be exercisable as if section 89(1) of such Act did not apply to the allotment thereof.

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply.

GENERAL MEETINGS

8. Regulation 54 of Table A (votes of members) shall be deemed to be modified by inserting after the words "present in person" the words "or by proxy".

9. An instrument appointing a proxy shall be in such form as may be specified by, or acceptable to, the directors, provided that any such form shall not prevent any member indicating the manner in which his proxy is to exercise his vote. Regulations 60 and 61 of Table A shall not apply.

10. No business shall be transacted at any general meeting except when a quorum is present. Two members present in person or by proxy or by corporate representative shall be a quorum at any general meeting, provided that if at any time there shall only be one member, such member present in person or by proxy or by corporate representative shall be a quorum. Regulation 40 of Table A shall be deemed to be modified accordingly.

11. In the case of an equality of votes (whether on a show of hand or a poll), the chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.

12. A resolution in writing signed by all the members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of members of the Company (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of members of the Company (as the case may be) duly called and constituted. In the case of a corporation the resolution may be signed or approved on its behalf by a director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall not apply.

DIRECTORS

13. The directors shall, unless otherwise determined by an ordinary resolution of the Company, be not less than one in number. Regulation 64 of Table A shall not apply.

14. (A) The holder(s) for the time being of a majority of the ordinary shares of the Company for the time being in issue may from time to time appoint any person or persons as a director or directors of the Company and may remove any or all of the directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the ordinary shares of the Company for the time being in issue; in the case of a body corporate holding any such shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the registered office of the Company.

(B) In addition to the circumstances set out in regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this article.

(C) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.

(D) Regulations 73 to 75 (inclusive) of Table A and all other references in Table A to retirement by rotation shall not apply.

15. (A) The quorum for a meeting of the directors shall be two directors present in person or on the telephone except where there is only one director in office. Regu1ation 89 of Table A shall not apply.

(B) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting will not have a second or casting vote. Regulation 88 of Table A shall be deemed to be modified accordingly.

(C) Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them, whether or not they are within the United Kingdom. The last sentence in regulation 66 of Table A and the third sentence of regulation 88 shall be deemed to be deleted.

(D) Any director may participate in a meeting of the directors or a committee of the directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. Participation in any such meeting in this manner shall be deemed to constitute presence in person at the meeting.

16. A resolution in writing signed by all the directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of such directors or members of such committee) or a resolution to which every such director or every such member of a committee has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted. A resolution signed by a director need not be signed by his alternate director (acting as such) and vice versa. Regulation 93 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

17. (A) The directors may grant or procure the grant by the Company, either alone or in conjunction with another or others, of retirement pensions or annuities, gratuities or allowances, to any person (or to such person's spouse or dependants) who has been an officer or been in the employment of the Company or of any subsidiary or former subsidiary of the Company or any predecessor in business of any of them. Regulation 87 of Table A shall not apply.

(B) The directors may procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members.

18. Subject to his having declared his interest in accordance with the Statutes, a director may vote as a director in regard to any transaction or arrangement or proposed transaction or arrangement in which he is interested or upon any matter arising therefrom and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such transaction or arrangement is under consideration. Regulation 94 of Table A shall not apply.

EXECUTIVE DIRECTORS

19. (A) The directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, the offices of Chairman, Vice-chairman and Managing Director, for such period and on such terms as they think fit, and (without prejudice to any claim for damages for breach of any agreement between any such person and the Company) may revoke such appointment.

(B) Any director holding executive office in the Company shall receive such remuneration whether by way of salary, commission or participation in profits (or partly in one way and partly in another) as the directors may determine.

(C) The directors may entrust to and confer upon any director holding executive office in the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(D) Regulation 72 of Table A shall be deemed to be modified accordingly.

INDEMNITY

20. Subject to the provisions of the Statutes, every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply.

Name and address of subscriber	Number of shares taken by the subscriber
MH NOMINEES LIMITED 12 Great James Street London WC1N 3DR	ONE

Dated the 18 October 2004

Witness to the above signature:

L PICARDO
12 Great James Street
London WC1N 3DR