



00353899

The Companies Acts (Northern Ireland) 1960 to 1982

COMPANY LIMITED BY SHARES

REGISTERED
- 4 JAN 1984

ARTICLES OF ASSOCIATION

- of -

ANSER CHEMICALS LIMITED

CLASSIFIED SHEETS
- 5 JAN 1984
ENTERED (Inits.) CH

At 1. 17/68/2

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act (Northern Ireland) 1960 (hereinafter referred to as "Table A") as modified by the Companies Acts (Northern Ireland) 1960 to 1982 (as defined by Article 1 of the Companies (Northern Ireland) Order 1982) shall apply to the Company.
2. Regulations 24 and 77 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 these shares or debentures being offered for sale to the public.

SHARES

4. (1) Subject to any direction to the contrary that may be given by the Company in general meeting the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Article 16 (10) of the Companies (Northern Ireland) Order 1981) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
(1) The general authority conferred by paragraph (1) of this Article shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the fifth anniversary of the date of incorporation of the Company, unless renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

(iv) Article 19 (1) of the Companies (Northern Ireland) Order 1981 shall not apply to any allotment of shares in the Company.

5. In Regulation 11 of Table A, the words "(not being a fully paid share)" shall be omitted.
6. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
7. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.
8. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.
9. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale and in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.
10. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.
11. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

12. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be more than six. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
14. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and Regulation 86 of Table A shall be modified accordingly.
15. Paragraph (f) of Regulation 90 of Table A shall not apply to the Company.
16. Regulations 91 to 96, 98 and 99 of Table A shall not apply to the Company.
17. In Regulation 97 of Table A the words from "but shall not be taken into account" to the end of the Regulation shall be omitted.
18. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

BORROWING POWERS

19. In Regulation 81 of Table A the words from "so however" to the end of the regulation shall be omitted.

INDEMNITY

20. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 394 of the Companies Act (Northern Ireland) 1960) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

PENSION AND SUPERANNUATION FUNDS

21. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants, and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.

WINDING UP

22. Regulation 137 of Table A shall be omitted.
23. If the Company shall be wound up the liquidator may, with any sanction required by the Companies Acts (Northern Ireland) 1960 to 1982, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECRETARY

24. The first Secretary of the Company shall be Patricia McCready.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Thomas H. Mullan Company Director,
BENSON STREET,
LISBURN,
BT28 2BH
CO. ANTRIM

Wilma Shaw Company Secretary
BENSON STREET,
LISBURN,
BT28 2BH
CO. ANTRIM

Dated the *12th* day of *December* 198*3*.

Witness to the above signatures:-

Mabel Murphy

BENSON STREET,
LISBURN,
BT28 2BH
CO. ANTRIM