

Number of
Company

656457 | 1

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
Here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

BRITISH CHROME & CHEMICALS
LIMITED

REGISTERED
13 APR 1960

Presented by

Coward, Chance & Co.

St. Swithin's House,

Walbrook, London, E.C.4.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

57 APR 1960 (P.T.O.)

I, RONALD GEORGE MIDDLETON

of St. Swithin's House, Walbrook, London, E.C.4.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation

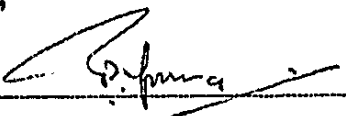
of

BRITISH CHROME & CHEMICALS Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

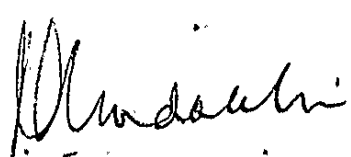
Declared at St. Swithin's House
Walbrook in the City of London
the 31st day of March
one thousand nine hundred and sixty

Before me,



A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.



THE STAMP ACT, 1891

(54 & 55 VIOT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

BRITISH CHROME & CHEMICALS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1932.

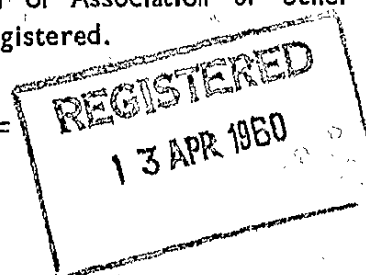
NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Coward, Chance & Co.

St. Swithin's House, Walbrook, London, E.C.4.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



THE NOMINAL CAPITAL

OF

BRITISH CHROME & CHEMICALS Limited,

is £ 100, divided into:

100 Shares of £1 each

 Shares of each

*Signature

Howard Chambers

Description

Solicitors

Dated the 31st day of March 19 60

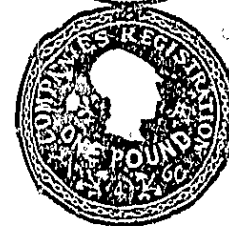
**This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.*

NOTE: margin is reserved for binding and must not be written across.



COMPANIES ACT, 1948

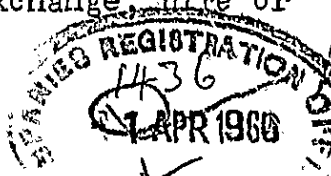
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
of
BRITISH CHROME & CHEMICALS LIMITED



1. The name of the Company is "BRITISH CHROME & CHEMICALS LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To acquire and hold shares, stock, debentures, debenture stocks, bonds, obligations and securities issued by any company constituted or carrying on business in any part of the world whose principal objects comprise the carrying on of any of the businesses or objects mentioned in sub-clause (B) hereof.
 - (B) To carry on business as manufacturers of, dealers in, and agents for the sale of chemicals and chemical preparations, compounds and by-products and dyeware of every kind and description, cements, oils, paints, pigments and varnishes, and to buy, sell, manufacture, refine, manipulate, import, export and generally deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customer of or person having dealings with the Company either by wholesale or retail.
 - (C) To search for, get, win, raise, make marketable and use sell and dispose of coal, oil, iron ore, clay, precious and other metals, minerals and other substances or products, and to carry on the business of iron-masters, iron ore and coal merchants, metallurgists, distillers, dyers, drysalterers, oil and chemical engineers.
 - (D) To carry on or be engaged in any other trade or business, whether manufacturing or otherwise, which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
 - (E) To purchase, take on lease or in exchange, hire or



otherwise acquire and to hold or deal in real and personal property of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, shares, stocks, debentures, debenture stock, securities, policies, book debts, claims and any interest in real or personal property and any claims against such property or against any person or company, and to carry on any business concern or undertaking so acquired.

- (F) To promote, acquire by purchase or otherwise, construct, equip, maintain, improve, work, manage, or control, or aid in or subscribe towards the promotion, acquisition or construction, equipment, maintenance, improvement, working, management or control or works undertakings and operations of all kinds, both public and private, and in particular, factories, dwellinghouses, shops, stores, residences, flats, cottages, offices, halls and public buildings of every description, reading rooms and other works and conveniences.
- (G) 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, awards and donations.
- (H) To make advances upon any such investments as aforesaid, to lend money and assets of all kinds, to negotiate loans, to offer for public subscription or otherwise any such investments as aforesaid, to give any guarantee in relation to any such investments, issued by or acquired through or from the Company upon such terms as may be arranged, and to receive money, documents and moneys for safe custody, transmission or deposit at interest or otherwise.
- (I) To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock or notes, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, or not so charged, and to redeem, purchase or pay off any such securities, and to invest any money so obtained in any such investments as aforesaid.
- (J) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by

both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities of any company firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding Company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding Company, or otherwise associated with the Company in business.

- (K) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable instruments, securities or documents.
- (L) To give indemnities against liabilities or guarantees for payment of moneys and performance of covenants and obligations by any person, firm or company.
- (M) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (N) To purchase for cash or shares or otherwise acquire, and take over all or any part of the undertaking, goodwill, business, property, rights, assets and liabilities of any person or persons, partnership, association, company or corporation.
- (O) To enter into partnership or into any arrangements for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any persons 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, directly or indirectly, to benefit this Company, and to take or otherwise acquire and hold shares or stock in, or securities of and to subsidise or otherwise assist any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (P) To pay all expenses of and incident to the formation and establishment of the Company, and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares, or in any other manner, whether out of the Company's capital or otherwise, as the Directors of the Company may think fit) any person or persons for services rendered, or to be rendered in introducing any property or business to the Company, or in placing or assisting to place any shares, debentures or other securities of the Company, including any commission, brokers' fees and charges in connection therewith, or for any other reason which the Directors of the Company may think proper.
- (Q) To procure the Company to be registered, legalised, domiciled or recognised in any country or colony,

and to procure its incorporation in a like character or as a societe anonyme or otherwise in any country or colony.

- (R) To amalgamate in such manner as may be thought fit with any other company or body of persons.
- (S) To promote or form, either alone or with others, any other company or companies for the purpose of acquiring all or any part of the property of the Company for the time being, or of advancing the objects or interest thereof, or having objects wholly or in part similar to those of this Company or paying or contributing towards the preliminary expenses thereof, or providing the whole or part of the capital thereof, or by taking shares therein, or by lending money thereto upon debentures or otherwise, and to underwrite or subscribe for or procure to be underwritten or subscribed for all or any part of the share or debenture capital of any such company.
- (T) To act as a director of any company.
- (U) To sell, lease, exchange, surrender, or otherwise deal with the whole of the undertaking and property and rights of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for any shares (whether credited as partly or fully paid up or otherwise), debentures, or securities of any other company or corporation, and whether such company or corporation be registered or incorporated in the United Kingdom or elsewhere, and to divide such part or parts as may be determined by the Company, of the purchase moneys, whether in cash, shares, debentures, or other securities, which may at any time be received by the Company on a sale of or other dealing with the whole or part of its property, estate, effects and rights, or as the result of any other transaction of the Company, amongst the Members of the Company, by way of dividend or bonus in proportion to their shares, or to the amount paid up on their shares, or otherwise to deal with the same as the Company may determine.
- (V) To distribute any of the assets of the Company among the Members in specie, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.
- (W) To make donations to such persons and in such cases, and either of cash or other assets, as may be thought, directly or indirectly, conducive to any of the Company's objects or otherwise expedient, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or other object, and to establish or

support or aid in the establishment or support or aid in the establishment or support of associations, institutions, conveniences, funds and trusts calculated to benefit any of the employees or ex-employees of the Company, or the dependants or connections of such persons.

- (X) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (Y) To do all such other things as are incidental or conducive to the attainment of the objects for which the Company is established, or any of them, in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, and the Road Traffic Acts, 1930-34, and the Air Navigation Act, 1936 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in connection with this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or otherwise, and further that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from any other paragraph, or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any of the shares in the original capital for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred rights as compared with any other shares previously issued, or

then about to be issued, and with any special or restricted rights or without any right of voting, and generally on such terms and subject to such conditions and provisions as may from time to time be determined in accordance with the Articles of Association for the time being in force.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

R. G. Middleton
St. Swithun's House
Walbrook
London EC4
Solicitor

ONE

G. R. Blencett
St. Swithun's House,
Walbrook,
London, S.C. 4.
Secretary

ONE

DATED this 31st day of March 1960

WITNESS to all the above signatures :-

R. Rogers.
St. Swithun's House
Walbrook
London, E.C. 4.
Secretary

656457/4



COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRITISH CHROME & CHEMICALS LIMITED

REGISTERED
1-3 APR 1960

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company. The regulations contained in Part II of such First Schedule shall not apply to the Company.
2. The Company is a Private Company and accordingly:-
 - (a) the right to transfer Shares is restricted in manner hereinafter prescribed;
 - (b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Article be treated as a single Member;
 - (c) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited;
 - (d) the Company shall not have power to issue Share Warrants to Bearer.
3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. The whole of the shares of the Company for the time being unissued shall be under the control of the Directors who may, subject to the provisions of the said Act, allot or otherwise dispose of the same to such persons at such time and on such terms and conditions as the Directors may determine.
4. Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without

assigning any reason therefor, decline to register the transfer of any share.

5. Two persons being Members or proxies for Members shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.

6. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

7. Regulation 75 of Table A shall not apply. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than three nor more than nine.

8. The proviso to Regulation 79 of Table A shall be omitted.

9. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

10. Regulation 4 of Table A shall not apply. Subject to the provisions of Section 72 of the Act, the special rights attached to any class may be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a Separate Meeting of the holders of shares of the class. To every such separate meeting all the provisions of the Articles of Association of the Company relating to General Meetings of the Company on the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

11. So long as A.C.C. (Chrome & Chemicals) Limited shall be registered as the holder of not less than 95% of the issued shares of the Company -

(a) The Directors of the Company shall be appointed by A.C.C. (Chrome & Chemicals) Limited

(b) Any such Director shall hold office subject

to Regulation 88 of Table A and may at any time be removed from office by A.C.C. (Chrome & Chemicals Limited).

(c) Any such appointment or removal shall be in writing served on the Company and signed by a Director of A.C.C. (Chrome & Chemicals) Limited.

(d) Regulations 89 to 93 inclusive and 95 of Table A shall not apply.

12.(1) Regulations 79 and 80 of Table A shall not apply.

(2) The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in Clause 3 of the Memorandum of Association of the Company), and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles, required to be exercised or done by the Company in General Meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(3) For so long as A.C.C. (Chrome & Chemicals) Limited remains the registered holder of any share in the capital of the Company, the Directors shall not without the previous consent of A.C.C. (Chrome & Chemicals) Limited exercise the powers of the Company :-

(a) To sell, lease, exchange, surrender or otherwise deal with the whole of the undertaking and property and rights of the Company or any part thereof being lands or buildings other than dwellinghouses; and

(b) To borrow or raise money except from A.C.C. (Chrome & Chemicals) Limited or Associated Chemical Companies Limited.

(4) Subject to the provisions of Article 13 (3) hereof, the Directors may borrow from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company, including its uncalled or unpaid capital, or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit. Debentures may be issued upon such terms and conditions and may confer upon the holders thereof such lawful rights and privileges as the Directors shall think fit, and may be collaterally secured by a Trust Deed or other Security.

13.(1) Regulation 87 of Table A shall not apply.

- (2) The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds or schemes for the benefit of and may give or procure the giving of pensions allowances, gratuities or bonuses or other benefits to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or the holding company of the Company or is allied to or associated in business with the Company or with any such subsidiary or holding company or of any business acquired by the Company or who are or were at any time Directors or officers or ex-Directors or ex-officers of the Company or of any such other company as aforesaid and the wives widows families and dependants of any such persons. Any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus, and may vote in favour of the exercise of any of the powers aforesaid, notwithstanding that he is or may become interested therein.

14.(1) Regulations 107, 108 and 109 of Table A shall not apply.

- (2) The Directors may from time to time appoint one or more of their body to the office of Managing Director, or to any other office or employment under the Company except that of Auditors for such period and on such terms as they think fit, and may also continue any person appointed to be a Director in any other office or employment held by him before he was so appointed. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as 'an Executive Director'.
- (3) A Director appointed to the office of Managing Director shall not, while holding that office, be subject to retirement by rotation, but his appointment shall be determined ipso facto (subject to the terms of any contract between him and the Company) if he cease from any cause to be a Director or if the Directors resolve that his term of office as Managing Director be determined.
- (4) An Executive Director shall not as such be exempt from retirement by rotation but his tenure of the office or employment by virtue whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by

resolution of the Directors.

(5) The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors, and may be of any description, and (without limiting the generality of the foregoing) the Directors may in the case of any Managing Director or Executive Director provide for his admission to, or retention of, membership of any scheme or fund instituted or financed or contributed to by the Company or any Subsidiary thereof for the provision of pensions, life assurance or other benefits for employees or their dependants, or for the payment of a pension or other benefits to him or his dependants on or after retirement or death, irrespective of membership of any such scheme or fund.

(6) The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and, in the case of a Managing Director, either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers.

15.(1) Regulations 110, 111 and 112 of Table A shall not apply.

(2) The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time appoint an assistant or deputy Secretary to exercise the functions of the Secretary in the event of there being no Secretary for the time being or in the event of the incapacity or absence of the Secretary and any such deputy or assistant Secretary shall whilst exercising the functions of the Secretary be deemed for such purposes to be the Secretary of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R. G. Middleton
St. Swithun's House
Walbrook.
London EC4
Swinin

G. R. Blencett
St. Swithun's House,
Walbrook,
London, S.C.4.
Secretary.

DATED this 31st day of March 1960.

WITNESS to the above signatures :-

R. Rogers
St. Swithun's House,
Walbrook.
London, E.C.4.
Secretary

CERTIFIED printed
by type-litho (Multilith)
process.

.....V. Cranfield.....OPERATOR.

No. C. 173

DUPLICATE FOR THE FILE

No. 656457



Certificate of Incorporation

I Hereby Certify, that

BRITISH CHROME & CHEMICALS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Thirteenth day of April One Thousand Nine Hundred and Sixty.

[Signature]
ASSISTANT Registrar of Companies.

Certificate
received by

[Signature] *[Signature]* *[Signature]*

Date 12.4.60

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

BRITISH CROME & CHEMICALS LIMITED

PASSED 11th day of April, 1960

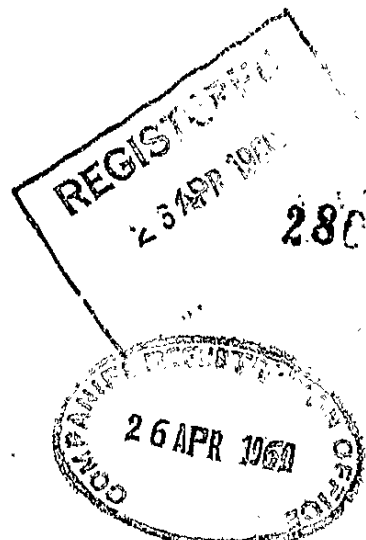
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held on the 11th April, 1960, the following resolution was passed as a SPECIAL RESOLUTION of the Company :-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered as follows :-

In Articles 11 and 12 by the deletion of the name "A.C.C. (Chrome & Chemicals) Limited" in seven places where it occurs and the substitution therefor of the name "Associated Chemical Companies Limited."

R. M. M. M. M.
Chairman of meeting



CERTIFIED printed
by type-litho (Multilith)
process.

V. E. Grayfield
..... OPERATOR.

copy of memo re
resolution passed
26 APR 1960

No. of Company 656457 / 31

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company **British Chrome and Chemicals Limited** Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/~~special~~** resolution of the company dated the
..... **28th February 1974**, the nominal capital of the company has been increased by the
addition thereto of a sum of £ **1,499,900** beyond the registered capital of £ **100**

The additional capital is divided as follows:-

| Number of shares | Class of share | Nominal amount of each share |
|------------------|----------------|------------------------------|
| 1499900 | ordinary | £1.00 |

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)

None

Signed *Clifford A. Voney*

State whether
Director or Secretary **DIRECTOR**

Date **17th JUNE 1974**

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

Presenter's reference:

Form No. 10

656451/2 70

THE COMPANIES ACTS 1948 to 1967

BRITISH CHROME & CHEMICALS LIMITED

At an Extraordinary General Meeting of the Members of the above named Company held at Urlay Nook Eaglescliffe Stockton on Tees Cleveland on Thursday 29th day of January 1976 the following resolutions were duly passed as Special Resolutions viz:-

Resolutions

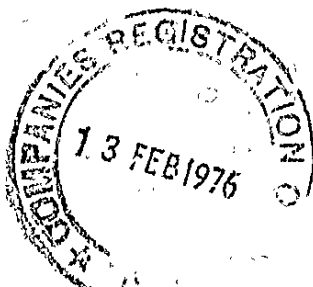
1. That the Memorandum of Association of the Company be amended as follows:-
 - (i) by the deletion of sub-clause 3 (A) and the relettering of sub-clauses 3 (B) to 3 (G) inclusive as sub-clauses 3 (A) to 3 (F) inclusive
 - (ii) by the deletion of sub-clause 3 (H) and the substitution therefore of the following sub-clauses to be lettered (G) and (H) viz:-

"(G) To invest and deal with the moneys of the Company not immediately required, in such shares, and upon such securities, and in such manner as may from time to time be determined

(H) To lend and advance money or give credit to such persons, firms or companies, and on such terms and subject to such conditions as may seem expedient"
 - (iii) by the deletion of the words in sub-clause 3 (I) "and to invest any money so obtained in any such investment as aforesaid"
 - (iv) by the deletion in sub-clause 3(Q) of the words "or colony" on each occasion on which they appear therein and of the words "or as a societe anonyme"

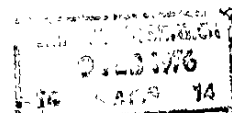
2. THAT the new Articles of Association submitted to this meeting, a copy whereof has for the purposes of identification been subscribed by the Chairman thereof, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

DATED the twentieth day of January 1976



Kleovalin

Secretary



52

COMPANY LIMITED BY SHARES

Sett Private
Articles of Association
OF

BRITISH CHROME & CHEMICALS LIMITED

(Adopted by Special Resolution passed on the
29th day of January 1976)

PRELIMINARY

1. The regulations contained in Table "A" of the First Schedule to the Companies Act, 1948, shall not apply to the Company except insofar as they are hereinafter repeated or specifically incorporated, but the following shall be the regulations of the Company.

Table "A"
not to
apply

2. In these regulations:-

Interpreta-
tion

"the Act" means the Companies Acts, 1948 to 1967;

"the Seal" means the common seal of the Company;

"secretary" means any person appointed to perform all or any of the duties of the secretary of the Company;

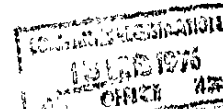
"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a permanent visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. The marginal notes shall not be deemed to affect the construction of these regulations.

3. The Company is a private company and accordingly:-

92
Private
Company



- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
- (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- (d) the Company shall not have power to issue share warrants to bearer.

CAPITAL.

- | | |
|----------------------------|--|
| Shares | 4. The capital of the Company at the date of the adoption of these Articles is £1, 500, 000 divided into 1, 500, 000 Ordinary Shares of £1 each. |
| Control of unissued shares | 5. Any shares which are unissued at the date of the adoption of these regulations, and any new shares which may be created in accordance with the provisions hereinafter contained shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms as the Directors shall think fit, provided that no shares shall be issued otherwise than fully-paid. |
| Trusts not recognised | 6. No notice of any trust, expressed, implied or constructive, shall be entered on the register, or be receivable by the Company. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by laws otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. |
| Share certificates | 7. Every person whose name is entered as a member in the register of members and every member who transfers part only of the shares comprised in any one certificate shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares. Every certificate shall be under the seal and shall specify the shares to which it relates and the |

amount paid up thereon. Provided that the Company shall not be bound to issue more than one certificate in respect of the same share, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

8. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity, and the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit.

Renewal of
share
certificate

TRANSFER AND TRANSMISSION OF SHARES

9. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Execution
of transfer

10. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

Form of
transfer

11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share.

Directors'
power to
reject a
transfer

12. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

Notice of
rejection
of transfer

13. The transmission of shares on the death or bankruptcy of a member shall be governed by Regulations 29, 30, 31 and 32 of Part I of Table A in the First Schedule to the Act.

Trans-
mission

ALTERATION OF CAPITAL

14. The Company may from time to time by ordinary resolution increase its authorised share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

Increase of
authorised
capital

15. The Company may by ordinary resolution:-

Consolida-
tion and
division of
capital

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act;

- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Fractions
of shares

16. The Directors may make such provisions as they think expedient for the case of fractions of shares resulting from any such sub-division or consolidation of shares, whether by the issue of fractional certificates or by sale and distribution of the proceeds or otherwise howsoever, and may appoint any person to sell such fractions on behalf of the persons who would otherwise be entitled thereto, and for the purposes of such sale to execute a transfer of such fractions or of any complete shares representing the same.

Reduction
of capital

17. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner, and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

Annual
General
Meetings

18. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.

Extraordinary
General
Meetings

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Power to
convene
Extra-
ordinary
General
Meetings

20. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

Notice of a
meeting

21. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty, one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case

of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Non-
receipt of
notice

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, and the fixing of the remuneration of the Directors and of the auditors.

Definition
of special
business

24. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum. A corporation, being a member, shall be deemed to be personally present if represented by a person authorised as hereinafter mentioned.

Quorum

25. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Quorum
not
present

26. The chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such chairman or if he shall not

Chairman

be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.

27. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

Adjournment

28. The chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Demand for
a poll

29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded:-

- (a) by the chairman, or
- (b) by at least three members present in person or by proxy and entitled to vote; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

30. Except as provided in regulation 32 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Taking of
a poll

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Chairman's
casting
vote

32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll other than an announcement at the meeting where the poll is demanded.

When poll
to be taken

33. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Resolution
in writing

VOTES OF MEMBERS

34. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

Votes of
Members

35. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Vote of
joint
holders

36. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

Voting in
lunacy

37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Objection
to voter's
qualifica-
tion

VOTING BY PROXY

Proxy may
vote on a
poll

38. On a poll votes may be given either personally or by proxy.

Only one
proxy
may be
appointed

39. A member shall not be entitled to appoint more than one proxy to attend on the same occasion, but this regulation shall not prohibit the appointment of one or more alternative proxies entitled to attend in the absence of the first named proxy.

Appointment
of proxy

40. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

Form of
proxy

41. An instrument of proxy may be in any common form or in such other form as the Directors shall approve. Instruments of proxy need not be witnessed.

Proxy may
demand
a poll

42. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Validity of
vote by
proxy

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Company
represent-
ative

44. Any 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 meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents, including the power to sign resolutions in writing under regulation 33, as that corporation could exercise if it were an individual member of the Company. A corporation giving such authority shall furnish the Company with a copy of such resolution under the seal of the corporation or certified by the secretary or other proper officer of the corporation or such other evidence of such resolution as the Directors may reasonably require. A corporation shall not without the consent of the Directors be entitled to appoint more than one representative to act on the same occasion.

DIRECTORS

- | | |
|---|---|
| 45. Unless and until otherwise determined by the Company by ordinary resolution in general meeting, the number of the Directors shall not be less than two, except that a corporation may be appointed a sole Director of the Company. | Minimum number of Directors |
| 46. The Directors shall be entitled to receive by way of remuneration in each year such sum as may be voted to them by the Company in general meeting. | Directors' fees |
| 47. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company. | Directors' expenses |
| 48. The Directors may grant to any Director required to exercise any special executive or other duties, or make any special exertions for any of the purposes of the Company, or to go overseas or exercise special local duties, such special remuneration with travelling and hotel expenses for the services rendered as the Directors think proper, and such remuneration may be either in addition to or in substitution for the remuneration in regulation 46 provided. | Director's special remuneration |
| 49. A Director shall not be required to hold any share qualification. | Director's qualification |
| 50. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise direct. | Directors may accept other appointments |

ALTERNATE DIRECTORS

51. Each Director shall have the power by instrument in writing to nominate any person approved for that purpose by a majority of the Directors as an alternate Director to act in his place, and at his discretion in like manner to remove such alternate Director. On any such appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, whilst acting in the place of an absent Director whom he represents, shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director

nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him. An alternate Director appointed under this Article shall have notices of all meetings of Directors in addition to the notices to be sent to the Director he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. The presence of an alternate Director at a meeting of the Directors shall be treated as the presence of his appointer for the purpose of Article 60 hereof.

52. Any instrument appointing an alternate Director shall be signed by the appointer and left at the Registered Office and may be in any common form or in such other form as the Directors shall approve.

BORROWING

Board's
borrowing
powers

53. Subject as provided in Regulation 54 the Board on behalf of the Company may exercise all the powers of the Company to borrow money, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Restrictions
on borrowing
powers

54. (a) The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) with a view to securing (as regards subsidiaries so far as it is practicable for the Board so to do) that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company and/or any of its subsidiaries (exclusive of moneys borrowed by the Company from and for the time being owing to its parent company or any subsidiary of its parent company or of the Company or by any subsidiaries of the Company from and for the time being owing to the Company or its parent company or any other subsidiary of the Company or any subsidiary of the Company's parent company) shall not at any time exceed the aggregate for the time being of the amount paid up on the issued share capital of the Company and the amounts of the Reserves (including any Share Premium Account, Capital Redemption Reserve Fund and credit balance of Profit and Loss Account but excluding any Reserve for future taxation and after deducting any debit balance of Profit and Loss Account) as shown by the latest published Consolidated Balance Sheet of the Company. Provided that this restriction shall not prevent the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and remaining undischarged notwithstanding that the same may result in the said limit being exceeded and Provided further that for the purposes of the said limit the issue of debentures shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash.

(h) No person dealing with the Company or any of its subsidiaries shall by reason of the foregoing provisions of this Article be concerned to see or enquire whether the said limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, express notice that the limit hereby imposed had been or would thereby be exceeded.

55. The Board shall cause a proper register to be kept in accordance with the provisions of Section 104 of the Act of all charges specifically affecting property of the Company and of all floating charges on the undertaking or any property of the Company and shall duly comply with the requirements of the Act in regard to the registration of charges therein specified.

Register
of charges

POWERS AND DUTIES OF DIRECTORS

56. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in general meeting subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Business
of Company
to be
managed
by Direc-
tors

57. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Directors
may
appoint
attorneys

58. Any Director may enter into and be interested in any contract with the Company, or any operation or business undertaken or assisted by it or in which it is interested, and no Director shall be liable to account to the Company for any profit realised by any such contract, operation or business by reason only of such Director holding that office or of the fiduciary relation thereby established, but the nature of his interest must be declared by him at a meeting of the Directors of the Company. In the case of a proposed contract the declaration required to be made by a Director shall be made at the meeting of the Directors at which the

Director's
interests
in
contracts

question of entering into the contract is first taken into consideration, or if the Director shall not at the date of that meeting be interested in the proposed contract, at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. For the purpose of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Nothing shall prevent any Director from voting at board meetings in respect of any contract operation or business in which he may be interested. A Director may hold any other office or place of profit under the Company, other than that of Auditor, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration (either in addition to or substitution for the remuneration provided for the Directors by these Articles) tenure of office and otherwise as may be arranged by the Directors.

Negotiable
instruments

59. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Board
meetings

60. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

Pensions
to former
Directors

61. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Appointment

62. Any person may be appointed an additional Director:-

- (a) by the Directors;

- (b) by the Company in general meeting; or
- (c) by a resolution in writing signed by a member or members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) and holding more than half of the issued share capital of the Company.

63. The office of Director shall be vacated:-

Disqual-
ification

- (a) If he is absent from the meetings of the Directors continuously during a period of six months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated his office; or
- (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) if he becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
- (d) if he becomes of unsound mind; or
- (e) if he resigns his office by notice in writing to the Company; or
- (f) if the Company in general meeting, or by resolution in writing in accordance with regulation 33 hereof, resolves that he shall vacate office. Such resolution shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

64. The provisions of Sections 185 and 186 of the Act shall not apply.

PROCEEDINGS OF DIRECTORS

65. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Each Director shall have one vote and questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. The chairman may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proceed-
ings at
meetings
of
Directors

66. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors,

Quorum

and unless so fixed shall be two. Provided that nothing herein contained shall invalidate a resolution in writing in accordance with regulation 73 hereof, signed by a corporation acting as sole Director.

Reduction in
number of
Directors
below
minimum

67. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by regulation 45 hereof, the continuing Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

Chairman

68. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

Directors'
committees

69. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Chairman of
a committee

70. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

Committee
proceedings

71. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

Defective
appointments

72. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Resolution
in writing

73. A resolution in writing, signed by all the Directors for the time being, or signed by such Directors (not being less than a majority of the board) as may for the time being be in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

MANAGING DIRECTOR

Appointment

74. The Directors may from time to time appoint one or

more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Any such appointment shall be automatically determined if he cease from any cause to be a Director.

of
managing
director

75. A managing director 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.

Remunera-
tion of
managing
director

76. The Directors may entrust to and confer upon a managing director 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.

Powers of
managing
director

SECRETARY

77. The secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

Appoint-
ment of
Secretary

78. Anything required or authorised to be done by or to the secretary may, if the office is vacant or if for any reason the Directors so resolve, be done by or to any assistant or deputy secretary or officer of the Company authorised generally or specially in that behalf by the Directors.

Assistant
secretary

79. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.

Person
not to act
in dual
capacity

THE SEAL

80. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be counter-signed by the secretary, or by a second Director or by some other person appointed by the Directors for the purpose.

Common
Seal

DIVIDENDS AND RESERVES

81. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

Dividends

82. The Directors may from time to time pay to the

members such interim dividends as appear to the Directors to be justified by the profits of the Company.

23. No dividend shall be paid otherwise than out of profits.

Reserves

24. The Directors may, before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

Dividend not in cash

25. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

Mode of payment

26. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

Not to bear Interest

27. No dividend shall bear interest against the Company.

ACCOUNTS

Books of account

28. The Directors shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by

the Company and the matters in respect of which the receipt and expenditure takes place;

- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs, and to explain its transactions.

89. The books of account shall, subject to section 147(3) of the Act, be kept at such place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

Location
of books
of account

90. The Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account, or book or document of the Company, except as conferred by statute, or authorised by the Directors or by the Company in general meeting.

Inspection
of books of
account by
members

CAPITALISATION OF PROFITS

91. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company, to be allotted and distributed, credited as fully paid up, to and amongst such members or their nominees in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Power to
capitalise
reserves

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company or their nominees as fully paid shares.

92. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and

Appropriation and

allotment

applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts, or any part of the amounts, remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

NOTICES

Service

93. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice to joint holders

94. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

Notice to represent- atives

95. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

Notice of general meetings

96. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving

of notices to them;

(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative, or a trustee in bankruptcy, of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

97. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, 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. 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.

Liquidator
may distribute
assets

98. The Directors or a liquidator may, with the consent of a special resolution, sell the undertaking of the Company, or the whole or any part of its assets, for shares fully or partly paid up or the obligations of or other interests in any other company, and may, by the contract of sale, agree for the allotment to the members or contributories direct of the proceeds of sale in proportion to their respective interests in the Company or, with the consent of any members affected thereby, otherwise than in such proportion, and may further, by the contract, specify a time at the expiration of which shares, obligations or other interests not accepted or required to be sold shall be deemed to have been refused, and be at the disposal of the Directors or the liquidator or the purchasing company. All holders of shares shall be bound by any such contract and waive all other rights in relation to such shares, save only, in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, under section 287 of the Act as are incapable of being varied or excluded by these regulations.

Sale of
undertaking

INDEMNITY

99. Subject to the provisions of section 205 of the Act every officer of the Company and every person employed by

Indemnity
of

Directors

the Company as auditor shall be indemnified out of the assets of the Company against all liabilities which he may suffer or incur in relation to his office or to such employment, including any liability suffered or incurred in defending any proceedings civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him.

This is the copy of the Articles of Association referred to in Resolution no 2 to be considered
at an Extraordinary General Meeting of the members of British Chrome & Chemicals Limited held
on 29th January 1976

J. S. Thompson
Chairman

TO THE REGISTRAR OF COMPANIES



No. of Company: 656457

43

THE COMPANIES ACTS 1948 TO 1976

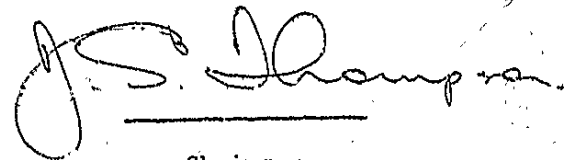
BRITISH CHROME & CHEMICALS LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company held at Urray Nook, Eaglescliffe, Stockton-on-Tees, Cleveland on Thursday, 25th August 1977 the following Resolution was duly passed as a Special Resolution viz:

RESOLUTION

That subject to the consent of the Department of Trade the name of the Company be changed to British Chrome & Chemicals Group Limited.

DATED the 25th August 1977



Chairman



Barfuo
005083





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

650457

/44

I hereby certify that

BRITISH CHROME & CHEMICALS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

BRITISH CHROME & CHEMICALS GROUP LIMITED

Given under my hand at Cardiff the

9TH SEPTEMBER 1977

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



TO THE REGISTRAR OF COMPANIES

No. of Company:

656457

THE COMPANIES ACTS 1948 TO 1981

BRITISH CHROME & CHEMICALS GROUP LIMITED

At an Annual General Meeting of the Members of the above-named Company held at Urray Nook, Eaglescliffe, Stockton-on-Tees, Cleveland on Monday, 20th June 1983 the following Resolution was duly passed as a Special Resolution viz:

RESOLUTION

That subject to the consent of the Department of Trade the name of the Company be changed to British Chrome & Chemicals Limited.

Dated the 20th June 1983

Chairman
Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 656457

68

I hereby certify that

BRITISH CHROME & CHEMICALS GROUP LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BRITISH CHROME & CHEMICALS LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

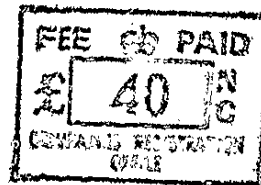
13TH JULY 1983

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

P. C. COATES

an authorised officer

NO. 656457



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BRITISH CHROME & CHEMICALS LIMITED

DATED: 13th SEPTEMBER 1983

WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to regulation 33 of the Articles of Association of the Company, be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

Special Resolution

THAT the name of the Company be changed to
HARCROS CHEMICALS UK LIMITED

Signed.....*[Signature]*.....
duly authorised for and on
behalf of Harrisons &
Crosfield (Holdings) Ltd

Signed.....*[Signature]*.....
C.A. Vessey
Signed.....*[Signature]*.....



MB.
1490
029489

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 656457

I hereby certify that

BRITISH CHROME & CHEMICALS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

HARCROS CHEMICALS UK LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 30 SEPTEMBER 1988

P. A. Rowley

MRS P.A. ROWLEY

an authorised officer



COMPANIES FORM No. 353

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

353

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

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

| | | | | |
|--|--|--|--|--|
| | | | | |
|--|--|--|--|--|

656457

Name of company

* HARCROS CHEMICALS UK LIMITED

* insert full name of company

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

HARCROS CHEMICALS UK LIMITED, BRITISH CHROME & CHEMICALS DIVISION,
URLAY NOOK, EAGLESCLIFFE, STOCKTON ON TEES, CLEVELAND

Postcode

Ts16 0QG

† delete as appropriate

Signed

A. Shutt.

[~~Director~~ Secretary]† Date 19.12.88

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

For official Use
General Section

Post room

