

R. G. M. Chan

THE COMPANIES ACTS 1908 to 1917

THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES¹

MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution
passed on 7 January 2008)

OF

IMPERIAL CHEMICAL INDUSTRIES LIMITED²

- 1 The name of the Company is "IMPERIAL CHEMICAL INDUSTRIES LIMITED"
- 2 The registered office of the Company will be situate in England
- 3 In the construction of this Memorandum the following words have the respective meanings hereby assigned to them "The Company" means Imperial Chemical Industries Limited and "Associated Company" means (a) a company, Association or Firm of which the Company for the time being holds shares, debentures, debenture stock or other interests acquired pursuant to Clause 5(A) of this Memorandum, or (b) a company promoted by the Company pursuant to Clause 5(A18) of this Memorandum
- 4 The objects for which the Company is established are -
 - (A) To acquire by purchase, exchange, subscription, or otherwise and hold the whole or any portion of the shares, debentures, debenture stock and other interests of or in (a) the Companies known respectively as Brunner, Mond & Co Limited, Nobel Industries Limited, United Alkali Company Limited and British Dyestuffs Corporation Limited, and (b) any other companies, associations or firms for the time being engaged or concerned or interested in any of the trades or businesses mentioned in Sub-Clauses (D) to (X) inclusive hereof whose

¹ The Company was a public company limited by shares until 7 January 2008 when a special resolution was passed to re-register the company as a private company

² The name of the Company was changed by special resolution on 7 January 2008 from Imperial Chemical Industries PLC

221431/10014 CD080020072 ACWG 040108 1439

MONDAY



undertakings may appear for the time being capable of being carried on more beneficially in co-operation with any of the said companies, with one another, or with the Company, and to promote the beneficial co-operation of the said companies, and of such other companies, associations or firms as aforesaid, as well with one another as with the Company

- (B) To make or do or assist in making or doing such arrangements and things as may be considered desirable with a view of causing the business of any Associated Companies to be carried on economically and profitably or of promoting the success thereof, by mutual assistance and by co-operation with one another or with the Company or by any other means, and to receive all capital monies, dividends or other interests to which the Company may become entitled as holders of shares or other interests of or in any associated company and generally to exercise the rights, enjoy the privileges and fulfill the obligations of Members or debenture or debenture stockholders or holders of any other interest of or in any Associated Company
- (C) To perform any services or undertake any duties to or on behalf of and in any other manner assist any Associated Company or Companies and either without remuneration or on such terms as to remuneration as may be agreed
- (D) To carry on in all branches all or any of the businesses of manufacturers of and dealers in chemicals of all kinds, dyes, dyestuffs, paints, varnishes, drugs, and other pharmaceutical (and toilet) preparations of all kinds
- (E) To carry on the trades or businesses of manufacturers of and dealers in explosives, ammunition, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose
- (F) To carry on the trades or businesses of manufacturers of blasting ballistic and pyrotechnic apparatus, mantles or other apparatus for illumination by gas and other articles and things of a similar or analogous description or use or of and in the several component parts thereof
- (G) To carry on the business of manufacturers of every sort of missile, arm and weapon for warlike, sporting or other purposes
- (H) To carry on business as manufacturers of manure, soap, paper pulp, paper, glass, bricks, pottery, terra cotta, and sanitary and disinfecting preparations, coke, cement, and artificial stone
- (I) To carry on the business of manufacturers and producers of fats, fertilisers, manures, dips, sprays, vermifuges, fungicides, medicines and remedies of all kinds for agricultural, fruit-growing or other purposes or as remedies for men or

animals and whether produced from vegetable or animal matter or by any chemical process

- (J) To carry on the business of waterproofers and manufacturers of India rubber, leather, imitation leather, leather cloth, oil cloth, linoleum, tarpaulins, hospital sheetings and surgical bandages
- (K) To carry on the business of manufacturers of cycles, motor cars, aeroplanes, hydroplanes, airships, and other vehicles and every kind of fitting and accessory for cycles, motorcars, aeroplanes, hydroplanes, airships and other vehicles
- (L) To carry on the businesses of spinners, doublers and manufacturers of cotton, thread, silk, artificial silk, woollen, linen, flax, hemp, jute and other yarns and other fibrous materials and substances or any substitute for any of them
- (M) To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufactures which the Company is authorised to undertake, and to carry on all or any of the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry, and provisions of all kinds, greengrocers, butchers, sausage manufacturers, growers of and dealers in corn, hay, and straw, seedsmen, and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above businesses, or any other business associated with the farming interest which may be advantageously carried on by the Company
- (N) To carry on all or any of the businesses of stationers, lithographers, printers and publishers
- (O) To carry on all or any of the businesses of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters, millwrights, galvanisers, japanners, electroplaters, and enamellers
- (P) To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work, develop and maintain natural deposits of salt, brine, natron, soda, kieselguhr nitrates and other chemical substances of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such salt, brine and other substances
- (Q) To refine, treat, and render merchantable and fit for use natural deposits of salt, brine, natron, soda, kieselguhr nitrates and other chemical substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic or other forms of plant or process every kind of chemical and other products and by-products
- (R) To own, prospect for, explore, acquire by lease, licence purchase or otherwise, open, work, develop and maintain, clay and sand pits, slate, stone, and

limestone quarries, coal mines, copper mines and mineral, mineral oil, nitrate and mining properties of all kinds and to conduct the business of working and getting therefrom clay, sand, quarriable substances, coal, copper, oil, nitrates and minerals of all kinds

- (S) To manufacture, prepare and treat quarriable and mineral substances or products of all kinds obtained as aforesaid for sale or use or for manufacturing, building or any other purposes or processes and to manufacture therefrom every kind of product
- (T) To fix atmospheric nitrogen by the synthetic ammonia or by any other process and to manufacture its derivative compounds
- (U) To manufacture, acquire, produce, use, sell and supply gas and electricity for lighting, heating or power purposes and to deal with, manufacture and render saleable all residual products obtained in the manufacture of gas
- (V) To manufacture and deal in electrical machinery and apparatus of all kinds, including wireless apparatus and electric lamps
- (W) To supply water and for this purpose to sink wells and shafts and to make, build and construct, lay down and maintain reservoirs, waterworks, watercourses, canals, ponds, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring, converting or using for creation and reserve of power, and distributing water
- (X) To purchase, construct, build, maintain, charter, affreight, hire and let out for hire or for chartering and affreightment and to otherwise obtain the possession of and carry on, use and dispose of and employ or return to account railways, tramways, wharves, piers, docks, ships, lighters, launches, boats and vessels of all kinds, locomotives, wagons and other rolling stock, and otherwise provide for the conveyance of property of all kinds and to purchase or otherwise acquire any shares or interest in any railways, tramways, wharves, ships, vessels or rolling stock or in any companies possessed of or interested in the same
- (Y) To carry on business as capitalists and financiers and to undertake and carry on all kinds of financial, commercial, trading, trust, loan, agency and other operations, and to finance and provide money to or for any of the Company's Associated Companies or for any other company, association or firm in which the Company may hold shares or other interests or with which the Company may have dealings upon such security as may be thought fit or without security
- (Z) To guarantee payment of any moneys by or the performance of any contracts, liabilities, obligations or engagements of any Associated Companies or of any other company, firm or person with or to any other company, firm or person, and

to grant guarantees and indemnities of every description and to undertake obligations of every description

- (A1) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business or operations which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights
- (A2) To acquire and carry on all or any part of the property or business and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of the Company or carrying on any business which the Company is authorised to carry on and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of the Company
- (A3) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person, firm, association or company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, reissue or otherwise deal with stocks or shares in or securities or obligations of and to subsidise or otherwise assist any such company, and to guarantee the principal or interest of any such securities or obligations or any dividends upon any such shares or stock
- (A4) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any of its purposes, and for the like purposes to erect and construct buildings and works of all kinds
- (A5) To apply for, purchase or otherwise acquire any patents, licences and like rights conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of or calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of or otherwise turn to account the rights and information so acquired, and for the purposes aforesaid to promote, subsidise and take part in any researches, investigations or experiments
- (A6) To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments
- (A7) To borrow or raise or secure the payment of money and for those and other purposes to mortgage or charge the undertaking, and all or any part of the property and rights of the Company present or after acquired including uncalled

capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments

- (A8) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company, and to distribute any assets of the Company in specie among the Shareholders
- (A9) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting shares, debentures or debenture stock
- (A10) To enter into any arrangements with any governments or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them
- (A11) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests, and to apply at the cost of the Company to Parliament for any extension of the Company's powers
- (A12) To establish, provide, maintain and conduct, subscribe to or otherwise subsidise or aid research laboratories and experimental workshops for scientific and technical research and experiments, and for tests and investigations of all kinds, and to undertake and prosecute scientific and technical researches, experiments, tests and experiments of all kinds, and to promote scientific and technical studies and scientific and technical research, investigation and invention by providing, maintaining, endowing, subsidising or assisting laboratories, workshops, libraries, lectures, classes, demonstrations, meetings and conferences, and by providing or supplementing the remunerations of scientific or technical professors or teachers and by providing and awarding exhibition scholarships, bursaries, prizes and grants in aid of students or intending students or otherwise, and generally to assist, promote, encourage and reward studies, experiments, researches, investigations, enquiries and inventions of any kind whatever that may be considered likely to assist any of the businesses which the Company is authorised to carry on
- (A13) To act solely or jointly as Director or Manager of any Associated Companies

- (A14) To lay out any of the property of the Company for building purposes and to construct thereon and to alter, add to, pull down, decorate, maintain, furnish, fit up, improve and manage houses, cottages, flats, tenements, hotels, restaurants, resthouses, clubs, churches, chapels, institutions, theatres, cinemas, recreation grounds and garages for the housing, convenience, accommodation or recreation of the workpeople and staff employed by the Company or by any Associated Companies

- (A15) To promote, establish, provide, contribute to, assist, subsidise or manage any superannuation and pension funds, profit-sharing, share investment or other schemes for the benefit of employees or ex-employees of the Company and any Associated Companies or their predecessors in title or the dependants or connections of any such persons, and to grant pensions and allowances to any employee or ex-employee, Director or officer of the Company or of any Associated Companies or to the dependents or connections of any such persons, and to make payments towards insurance and to subscribe or guarantee money for religious, charitable or benevolent objects which may have any moral or other claims to support or aid by the Company, by reason of the locality of their operations or otherwise or for any exhibition or for any public, general, or useful object, and generally to promote the welfare of the Company's employees and their dependents and connections in any manner that may be thought expedient

- (A16) To convert, lay out, use and appropriate any land belonging to the Company for public or private roads, streets, squares, parks, gardens, pleasure grounds, allotments, and other conveniences, and to dedicate or give any land so laid out or used to the public or to any person, company or body, either with or without restrictions or conditions

- (A17) To give or dedicate or otherwise dispose of, and either voluntarily or for value, any property of the Company deemed to be of national or public or local interest to any National Trust, Museum, Public Body or Committee or to any Corporation, Borough, or Authority or any Trustees or Trustee for or on behalf of any of the same or of the public

- (A18) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for carrying on any business or operations which the Company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay all the expenses of or incident to such promotion

- (A19) To extend the operations of the Company to any foreign country, colony or state by establishing and carrying on there all or any of the businesses mentioned in this Memorandum and to acquire and hold property for that purpose

- (A20) To carry out all or any of the foregoing objects as principals, factors, agents, merchants, brokers, wholesale and retail dealers or in partnership or in

conjunction with any other person, firm, association or company or by means of any company formed by the Company for the purpose

- (A21) To do all such other things as are incidental or conducive to the attainment of the above objects and so that the word "Company" in this clause shall be deemed to include any person or partnership or any body of persons whether incorporated or not and whether domiciled in the United Kingdom or elsewhere, and the intention is that except as otherwise expressly provided the objects set forth in each of the paragraphs of this clause shall be in no ways limited or restricted by reference to or inference from the terms of any other paragraph of this clause or the name of the Company

5 The liability of the Members is limited

6 The share capital of the Company is £1,400,000,000 divided into 1,400,000,000 ordinary shares of 100 pence each, with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets, or otherwise, over any other shares, whether Deferred, Ordinary or Preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the subdivision of a share, to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such subdivision, but so that unless otherwise provided by the terms of issue of any shares any preferential or other special rights for the time being annexed to any class of shares shall not be affected or abrogated without the sanction of a separate meeting of the holders of shares of the class held pursuant to the Articles registered herewith

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

*Note This is the share capital of the Company as at 7 January 2008 A statement of the Company's share capital on incorporation is given at the end of the Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken By each Subscriber
ALEXANDER WALDEMAR LAWRENCE, Bt , 81 Gresham Street, EC2 Solicitor	One Ordinary
HENRY WILLIAM HILL 47 Briar Avenue, Norbury SW16 Solicitors	One Ordinary
EDWARD NEWTON 81 Gresham Street, EC2 Solicitor	One Ordinary
ERNEST KING 45 Fernhurst Road, Croydon Solicitors' Managing Clerk	One Ordinary
EDWIN GEORGE WHITE 50 Hillside Road, Streatham Hill, SW2 Solicitors' Managing Clerk	One Ordinary
HORACE SIDNEY SKUSE 33 Tivoli Road, Crouch End N8 Accountant	One Ordinary
HAROLD ARTHUR NORTON 26 Barnsbury Park, Highbury N Solicitors' Clerk	One Ordinary

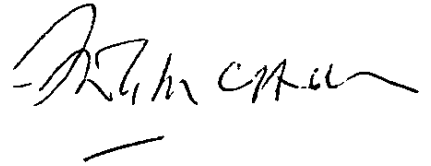
Dated the 3rd day of December 1926

Witness to the above Signatures

SIDNEY ALFRED JOHNSON
Clerk to Messrs, Clifford-Turner Hopton & Lawrence
81 Gresham Street, EC2
Solicitors

CD080020072

Registered No 00218019



ARTICLES OF ASSOCIATION

of

IMPERIAL CHEMICAL INDUSTRIES LIMITED

(Articles adopted on 7 January 2008)

1 Adoption of Table A

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

2 Interpretation

2.1 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

2.2 In these articles

(A) "address" includes any number or address used for the purpose of sending or receiving documents or information by electronic means,

(B) references to "writing" include references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise, and

(C) headings are for convenience only and shall not affect construction.

2.3 If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

3 Rights Attached to Shares

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far

as the resolution does not make specific provision, as the directors may decide Regulation 2 of Table A shall not apply

4 Unissued Shares

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

5 Share Certificates

Share certificates must be sealed or otherwise executed in accordance with the Act The penultimate sentence of regulation 6 of Table A shall be amended accordingly

6 Initial Authority to Issue Relevant Securities

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

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

Section 89(1) of the Companies Act 1985 shall not apply to the allotment by the company of any equity security

8. Transfer and Transmission of Shares

8 1 The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share Regulation 24 of Table A shall be modified accordingly

8 2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy Regulations 30 and 31 of Table A shall be modified accordingly

8(A) Scheme of Arrangement

(a) In this article 8(A), references to the "Scheme" are to the scheme of arrangement dated 1 October 2007 under section 425 of the Companies Act 1985 between the company and the

Scheme Shareholders (as defined in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme will have the same meanings in this article

- (b) If the company issues any shares (other than to Akzo Nobel or any of its subsidiaries or subsidiary undertakings) at any time on or after the date of the adoption of this article and prior to or at the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the holder or holders of such shares shall be bound by the Scheme accordingly
- (c) Notwithstanding any other provisions of these articles, if any ICI Shares are issued, or transferred pursuant to article 8(A)(d) below, to any person (a "New Member") after the Scheme Record Time (the "Disposal Shares") they will, subject to article 8(A)(d) below, be immediately transferred to Akzo Nobel or its nominee(s) (unless such shares are issued to Akzo Nobel or any of its subsidiaries or subsidiary undertakings from time to time) in consideration of and conditional on
 - (i) the payment by or on behalf of Akzo Nobel to the New Member of such amount of cash consideration as would have been paid pursuant to the Scheme for each such share as if it were a Cancellation Share, and/or
 - (ii) the issue of the same nominal amount of Loan Notes per ICI Share as would have been issued to the holder of Loan Note Elected Shares under the Scheme (subject to and on the terms of the Loan Note Alternative) provided that
 - (A) any combination of cash consideration payable under article 8(A)(c)(i) and Loan Notes issued under article 8(A)(c)(ii) shall not exceed the total combination of cash consideration and Loan Notes that a Scheme Shareholder would otherwise be entitled to receive under the terms of the Scheme,
 - (B) such ICI Shares are issued or transferred no later than the date falling six months after the Effective Date,
 - (C) the conditions for making the Loan Note Alternative available under the terms of the Scheme have been satisfied, and
 - (D) the New Member makes a valid election to receive Loan Notes in respect of the relevant ICI Shares before the 3 00 p m deadline on 30 November 2007 in such manner as the Board shall prescribe
- (d) Any New Member may, prior to the issue of Disposal Shares to him or her pursuant to the exercise of an option or satisfaction of an award under one of the company's employee share schemes, give not less than two business days' written notice to the company in such manner as the Board shall prescribe of his or her intention to transfer some or all of such Disposal Shares to his or her spouse or civil partner and may, if such notice has been validly given, on such Disposal Shares being issued to him or her, immediately transfer to his or her spouse or civil partner any such Disposal Shares, provided that such Disposal Shares will then be

immediately transferred from that spouse or civil partner (as applicable) to Akzo Nobel and/or its nominee(s) pursuant to Article 8(A)(c) above as if the spouse/civil partner were a New Member. If notice has been validly given pursuant to this article 8(A)(d) but the New Member does not immediately transfer to his or her spouse the Disposal Shares in respect of which notice was given, such shares will be transferred to Akzo Nobel and/or its nominee(s) pursuant to article 8(A)(c) above

- (e) On any reorganisation of, or material alteration to, the share capital of the company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per Disposal Share to be paid under article 8(A)(c) shall be adjusted by the directors in such manner as the auditors of the company or an independent investment bank selected by the company may determine to be fair and reasonable to the New Member to reflect such reorganisation or alteration. References in this article to shares shall, following such adjustment, be construed accordingly
- (f) To give effect to any transfer required by article 8(A)(c) above, the company may appoint any person (the "Attorney") for the New Member to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of or as attorney for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of Akzo Nobel and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the Attorney be necessary or desirable to vest the Disposal Shares in Akzo Nobel and/or its nominee(s) and pending such vesting to exercise all such rights to the Disposal Shares as Akzo Nobel and/or its nominee(s) may direct. If an Attorney is so appointed, the New Member shall not thereafter (except to the extent that the Attorney fails to act in accordance with the directions of Akzo Nobel or its nominee(s)) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by Akzo Nobel and/or its nominee(s). The company may give good receipt for the purchase price of the Disposal Shares and may register Akzo Nobel and/or its nominee(s) as holder thereof and issue to it certificates for the same. The company shall not be obliged to issue a certificate to the New Member for any Disposal Shares. Akzo Nobel shall send a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the purchase price of such Disposal Shares or a certificate for the relevant nominal account of Loan Notes in the name of such person, in either case within 14 days of the date on which the Disposal Shares are issued to the New Member
- (g) If the Scheme shall not have become effective by the applicable date referred to in clause 8 of the Scheme, this article 8(A) shall be of no effect
- (h) Notwithstanding any other provision of these articles, both the company and the directors shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date

9. Notice of General Meetings

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company. Regulation 38 shall not apply.

10. Proceedings at General Meetings

10.1 For all purposes of these articles, a quorum shall be present at a general meeting of the company or of the holders of any class of its shares (a) as provided in the Companies Act 2006, or (b) if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. The last sentence of regulation 40 of Table A shall not apply.

10.2 A resolution put to the vote of a 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 poll may be demanded by

- (A) the chairman of the meeting,
- (B) the directors,
- (C) two or more members having the right to vote on the resolution,
- (D) a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution, or
- (E) a member or members holding shares in the company conferring a right to vote on a resolution, 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.

A demand for a poll by a proxy counts, for the purposes of paragraph (C) above, as a demand by a member, for the purposes of paragraph (D) above, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and, for the purposes of paragraph (E) above, as a demand by a member holding the shares to which those rights are attached.

10.3 Regulations 46 and 47 of Table A shall not apply.

11. Votes of Members

Regulations 54, 55, 57 and 59 of Table A shall not apply.

12. Receipt of Proxies

The appointment of a proxy must

- (A) in the case of an appointment which is not in hard copy form, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,
- (B) in the case of an appointment made by electronic means, be received at the address specified by the company for the receipt of appointments of proxy before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment made by electronic means is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- (C) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

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

Regulation 62 of Table A shall not apply

13. Alternate Directors

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Regulation 65 and 67 of Table A shall not apply

14. Power to Provide for Employees

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

15. Power to Receive Uncalled Moneys

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

16. Delegation of Directors' Powers

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72

of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons

17 Appointment and Removal of Directors by Majority Shareholders

Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed)

18. Appointment of Directors by Board

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

19 Exclusion of Certain Provisions regarding Appointment of Directors

Regulations 76 to 79 (inclusive) and the last sentence of regulation 84 of Table A shall not apply

20 Disqualification and Removal of Directors

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

21. Directors' Gratuities and Pensions

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

22. Notice of Board Meetings

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent or supplied in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. Notice shall be given in this manner to all directors including any director who is absent from the United Kingdom at the relevant time. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

23 Participation in Board Meetings by Telephone

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

24 Resolution in Writing

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

25 Directors May Vote When Interested

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

26 Secretary

Subject to the Act, nothing in these articles shall require the company to appoint a secretary.

27 Official Seal

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

28 Notices

Any notice, document or other information may be sent or supplied to any member by the company in any way in which the Act provides for notices, documents or other information to be sent or supplied by the company, including by way of making it available on a website. In addition any notice, document or other information may be sent or supplied to any member by the company by other means authorised in writing by the member. Regulations 111 and 112 of Table A shall not apply.

29. Time of Service

Any notice, document or other information

- (A) if sent by the company by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post if first class post was used and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed, prepaid and put in the post,
- (B) not sent by post but left by the company at an address (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered when it was so left or sent,
- (C) sent or supplied by the company using electronic means shall be deemed to be received on the day on which it was sent or supplied. Proof that the notice, document or other information sent or supplied by electronic means was sent or supplied in accordance with current guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice, document or other information was sent or supplied,
- (D) made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is deemed to have been served, sent or supplied pursuant to this article, and
- (E) served, sent or supplied by the company by any other means authorised in writing by the member concerned shall be deemed to have been served, sent or supplied when the company has carried out the action it has been authorised to take for that purpose.

Regulation 115 of Table A shall not apply.

30. Indemnity

To the extent permitted by law, the company may indemnify any director of the company or of any associated company against any liability and may purchase and maintain for any director of the company or of any associated company insurance against any liability. Regulation 118 of Table A shall not apply.

CD073410029