

No. 1171574

THE COMPANIES ACTS 1948 to 1976

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

- of -

FLUOROCARBON HOLDINGS LIMITED

---

Incorporated the 24th day of May 1974

---

BERNARD SHERIDAN & CO.,  
SOLICITORS,  
14 RED LION SQUARE,  
LONDON WC1R 4QL

THE COMPANIES ACTS 1948 to 1976

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

- OF -

FLUOROCARBON HOLDINGS LIMITED \*

(As amended by Special Resolutions passed  
respectively on 17th June 1974, 26th June  
1974 and the 21st December 1977)

---

\*1 The name of the Company is "FLUOROCARBON HOLDINGS LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(1) To act as a group holding company.

---

By Special Resolution passed 26th June 1974 the name of the Company was changed from "SMITHAMBROOK LIMITED" to "FLUOROCARBON HOLDINGS LIMITED".

- (2) To co-ordinate the administration, policies, management, supervision, control, research, planning, manufacture and any and all other activities of any and every kind or nature of any company or companies or group of companies now or hereafter formed or incorporated or acquired in any part of the world which may be or may become related or associated in any way with the Company or with any company related or associated therewith, including any subsidiary or subsidiaries of the Company or of any such associated or related company or companies.
- (3) To acquire, underwrite and dispose of shares and interests in companies or associations in any part of the world or in the undertakings thereof, and to establish companies and associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description, whether of a private or public character, and whether in England or in any other part of the world Provided Always that any surplus arising from the disposal of such shares or interest shall be treated as capital surpluses and not available for distribution by way of dividend.
- (4) To receive monies on deposit, current account or otherwise with or without allowance of interest,

and to receive on deposit title deeds and other securities.

- (5) To negotiate loans of every description and in particular to advance money upon such terms and conditions as the Company may think fit to any person or persons, or company, either at interest or without, upon the security of freehold or leasehold property by way of mortgage, or upon any marketable security.
- (6) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world.
- (7) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences and generally to deal with and improve the property of the Company.
- (8) To sell, lease, let, mortgage or otherwise dispose of the land, houses, buildings, and other property of the Company

- (9) To carry on any other business of a similar nature or any business which may in the opinion of the Directors be conveniently carried on by the Company.
- (10) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- (11) To purchase or otherwise acquire all or any part of the business, property and liabilities, of any company, society, partnership or person, formed for all or any part of the purposes within the objects of the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (12) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same.

- (13) To manufacture, buy, sell and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (14) To issue or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide for brokerage, commission, and underwriting, in respect of any such issue.
- (15) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.
- (16) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be.

(16a) Either with or without the Company receiving any consideration or advantage direct or indirect, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any dividends or interest on any stocks, shares or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharging of liabilities both present and future due, owing or incurred to bankers) 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 the Company's subsidiary as defined by the said section, or another subsidiary of the Company's holding company, or otherwise associated with the Company in business, and to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantee or otherwise.

(17) To invest the monies of the Company not immediately required in such manner, other than in the shares of the Company, as from time to time

may be determined.

- (18) To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Company, or such as may be likely to promote or advance the interests of the Company.
- (19) To establish agencies and local boards in any part of the world, and to regulate and discontinue the same.
- (20) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions, or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise.
- (21) From time to time to subscribe or contribute to any charitable, benevolent or useful object of a



public character.

- (22) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of the Company.
- (23) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property, or furthering any of the objects, of the Company.
- (24) To claim or surrender trading losses and other amounts eligible for relief from corporation tax from and to another company or other companies which may be a member or members of the same group in accordance with Section 258 of the Taxes Act 1970 (or any statutory amendment, modification or re-enactment thereof for the time being in force).
- (25) To sell, dispose of, or transfer the business, property and undertakings of the Company or any part thereof, for any consideration which the Company may see fit to accept.
- (26) To accept stock or shares in, or the debentures,

mortgage debentures or other securities of any other company in payment or part payment of any services rendered or for any sale made to or debt owing from any such company.

- (27) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.
- (28) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents.
- (29) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.
- (30) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government

authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

AND IT IS HEREBY DECLARED that the word "Company" in this clause except where used in reference to the Company, shall be deemed to include any partnership, trust or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and that the intention is that each of the objects specified in each paragraph of this Clause shall be regarded as an independent main object and be in no way limited or restricted by reference to or inference from the terms of 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 £1.00 each.

---

\* The Share Capital of the Company was altered and increased to £10,000 divided into 100,000 Shares of 10p each by Special Resolution passed 17th June 1974.

THE COMPANIES ACTS 1948 to 1976

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

- OF -

FLUOROCARBON HOLDINGS LIMITED

(As amended by Special Resolutions passed  
respectively on 17th June 1974, 21st April 1977  
and 20th February 1987 and 25th August 1987)

---

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act as amended by the Companies Act 1967 (hereinafter called "Table A") shall apply to the company save in so far as they are excluded or varied hereby. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Part I of Table A. The Regulations of Part I of Table A numbered 24,

53, 75, 84, 88 to 92 inclusive, 99, 100 and 106 and Regulation numbered 3 of Part II of Table A shall not apply to the Company and in lieu thereof and in addition to the remaining Regulations in Table A, the following shall be the Articles of the Company.

#### SHARES

\*2. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

3. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any Shares at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any Shares an option to require the Company to allot to him or his nominees any further Shares in the Company at not less than par.

---

\* The Share Capital of the Company was altered and increased to £10,000 divided into 100,000 Shares of 10p each by Special Resolution passed 17th June 1974.

4. The lien conferred by Regulation 11 shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

#### TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a fully paid Share need not be executed by or on behalf of the transferee and Regulations 22 and 23 shall be modified accordingly.

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

#### PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two Members present in person or by proxy and entitled to vote and holding or representing by proxy not less than one tenth part of the issued share capital of the Company.

8. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as the like resolution duly passed at a General

Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members. Signatures in the case of a body corporate which is a Member shall be sufficient if made by a director thereof on its behalf.

9. 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 a show of hands a poll is demanded by any Member present in person or by proxy, and the first paragraph of Regulation 58 shall not apply.

#### DIRECTORS AND SECRETARY

\*10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding ten.

11. The names of the first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association and PHILIP LAURENCE ALPE shall be the first Secretary of the Company.

---

\* As amended by Special Resolution passed on 25th August 1987

12. A Director and alternate Director shall not require any share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of Shares in the Company, and to receive due notice of any such meeting.

13. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

#### BORROWING POWERS

14. The limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors imposed by the proviso in Regulation 79 shall not apply.

#### POWERS AND PROCEEDINGS OF DIRECTORS

15. In Regulation 86 the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall not apply.



16. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may, notwithstanding his interest, vote in respect of any matter in which he is interested and if he does so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any meeting of the Directors at which any such matter shall come before the Board for consideration.

17. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

18. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall

be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

19. No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provision of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed as the case may be as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director.

20. The Directors shall not be liable to retirement by rotation and Regulations 94, 95 and 97 shall be modified accordingly.

21. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and until so fixed shall, except when one Director only is in office, be

two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are by these Articles conferred on the Board of Directors.

22. A resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.

#### DISQUALIFICATION OF DIRECTORS

23. The office of Director shall be vacated if the Director:

- (A) Resigns his office by writing under his hand left at the registered office.
- (B) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.
- (C) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (D) Ceases to be a Director by virtue of Section 182 of the Act.

- (E) Is absent from meetings of the Directors for six months without leave and the Directors resolve that his office be vacated.

#### ALTERNATE DIRECTORS

24. Each Director shall have the power to nominate any other Director or person approved for that purpose by a majority of the Directors of the Company to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to all other Directors of the Company and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto vacate office if and when his appointor for any reason vacates office as a Director or removes him from office. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate and shall count towards a quorum accordingly. The person so appointed shall not be required to hold any qualification shares and shall be entitled to receive notices of meetings of the Board but without prejudice to the rights of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the

Director appointing him is himself present in person at a meeting of the Board. The remuneration (if any) of an alternate Director shall be provided by the Director for whom he acts and not by the Company.

#### DIVIDENDS

25. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and the Company shall not be constituted a trustee in respect thereof.

26. Deleted by Special Resolution passed 17th June 1974.

#### NOTICES

27. Regulation 134 shall apply as if paragraph (b) thereof were omitted.

#### INDEMNITY

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage

or misfortune which may happen to or be incurred by the Company in the execution of his duties of his office or in relation thereto. But this Article shall only have effect as its provisions are not avoided by the said section.

#### PURCHASE OF OWN SHARES

\*29. Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

\* As added by Special Resolution passed on 20th February 1987

\*30. The Directors if so authorised by special resolution may decide to capitalise any sums standing to the credit of the Company's share premium account or capital redemption reserve (which are not required to pay any preferential dividends) and appropriate any such sum which they so decide to capitalise to the person who would have been so entitled to it.

\* As added by Special Resolution passed on 30th June 2023