

THE COMPANIES ACTS 1948 TO 1976

244498

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

-of-

MINING & CHEMICAL PRODUCTS LIMITED

(New Articles of Association adopted by  
Special Resolution passed the 24th  
day of August, 2011)

---

WEDNESDAY



RM 07/09/2011 502  
COMPANIES HOUSE

TABLE A

- 1 The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company
- 2 Paragraphs 22, 75, 79, 84 and 89 to 97 (inclusive) of Part I of Table A shall not apply to the Company

BUSINESS

- 3 Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.
- 4 The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

- 5 All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

TRANSFER OF SHARES

- 6 The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee

### **GENERAL MEETINGS**

7. In paragraph 54 of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum "
- 8 In paragraph 58(b) of Table A the words "one Member" shall be substituted for "three Members "

### **DIRECTORS**

- 9 Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two
- 10 Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting
- 11 The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A
12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled up by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.
13. A Director may be appointed by the Directors to any executive or 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.
14. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any contract or any contract 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 by reason of such Director holding that office or of the fiduciary relation thereby established  
  
(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act.  
  
(3) A Director shall be counted in the quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.
- 15 Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way

of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

- 16 Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree
- 17 In paragraph 86 of Part I of Table A the words from “and every director” to the end of the paragraph shall be deleted
- 18 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- 19 Notwithstanding anything contained in these Articles, any share that has been charged by way of security (a “Secured Share”) shall be exempt from any present or future lien in favour of the Company that would otherwise have arisen under these Articles or would have been conferred on the Company by Table A and/or the Act, and the Company shall not assert any lien against the Secured Share whilst it remains subject to a security interest from any Secured Institution (as defined below) or has been transferred to any third party by any Secured Institution.
- 20 Notwithstanding anything contained in these Articles, or any power conferred on the Company by Table A and/or the Act, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these Articles), the Directors shall not decline to register any transfer of shares in the Company, nor may they suspend registration thereof, where such transfer
  - (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a “Secured Institution”); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt.