

CARTA CESIÓN

Lunes, 3 de noviembre de 2014

Señor
Gerente General
CHEMTURA SPECIALTIES ECUADOR S.A.
Avenida Colón E4-105 y Avenida 9 de Octubre
Edificio Solimar, Piso 1, Oficina 109
Quito - Ecuador

De mis consideraciones:

Por medio de la presente comunicamos a usted lo siguiente

- 1) Que la accionista **CHEMTURA CORPORATION** ha transferido a favor de la compañía **MACDERMID AGRICULTURAL SOLUTIONS HOLDINGS B.V.** los siguientes títulos de acción extendidos por la compañía **Chemtura Specialties Ecuador S.A.**

- Título de Acción No. 9 contentivo de 39.999 acciones ordinarias, nominativas e indivisibles de un valor nominal de USD. 1.00 cada una, numerada de la acción 001 a la 39.999 inclusive, que se encuentran suscritas y pagadas en su totalidad.
- Título de Acción No. 10 contentivo de 924.935 acciones ordinarias, nominativas e indivisibles de un valor nominal de USD. 1.00 cada una, numerada de la acción 40.001 a la 964.935 inclusive, que se encuentran suscritas y pagadas en su totalidad.

- 2) Que la accionista **CHEMTURA HOLDING COMPANY, INC.** ha transferido a favor de la compañía **NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC.** el siguiente título de acción extendido por la compañía **Chemtura Specialties Ecuador S.A.**

- Título de Acción No. 11 contentivo de 1 acción ordinaria, nominativa e indivisible de un valor nominal de USD. 1.00, signada con el número 40.000, que se encuentra suscrita y pagada en su totalidad.

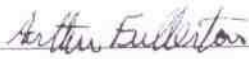
Estas transferencias incluyen todos los derechos que corresponden sobre dichas acciones, sin existir reserva alguna.

Las **CEDENTES** son compañías constituidas y existentes de conformidad con la legislación de Estados Unidos de América. **MACDERMID AGRICULTURAL SOLUTIONS HOLDINGS B.V.** es una compañía constituida y existente de conformidad con la legislación de los Países Bajos y **NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC.** es una compañía constituida y existente de conformidad con la legislación de los Estados Unidos de América.

Mucho agradeceremos se sirva inscribir las transferencias previamente detalladas en el Libro de Acciones y Accionistas de su representada y comunicar las mismas a la Superintendencia de Compañías.

Por LA CEDENTE
Chemtura Corporation

Por LA CEDENTE
Chemtura Holding Company, Inc.


Nombre: Arthur Fullerton
Cargo: Assistant Secretary
Documento de identificación: 490577618
Firmante de la compañía autorizada por el Directorio


Nombre: Arthur Fullerton
Cargo: Vice President & Secretary
Documento de identificación: 490577618
Firmante de la compañía autorizada por el Directorio

Por LA CESIONARIA
MacDermid Agricultural Solutions Holdings B.V.


Nombre: John L. Cordani
Cargo: Managing Director B
Documento de identificación: 141923101

Por LA CESIONARIA
Netherlands Agricultural Investment Partners LLC


Nombre: Frank J. Monteiro
Cargo: President
Documento de identificación: 477711024



CERTIFICADO NOTARIAL

El que suscribe:

CORNELIS JACOBUS VAN OEVELEN,
Notario Público de Ámsterdam, Países
Bajos ("**Notario**"),

Por la presente certifica, a fecha 24 de
Octubre de 2014, que:

1. **MacDermid Agricultural Solutions Holdings B.V.**, sociedad limitada organizada y existente bajo las leyes de los Países Bajos, que tiene su sede social en Ámsterdam, Países Bajos, con domicilio en Strawinskyiaan 411, 1077 XX Amsterdam, Países Bajos (la "**Compañía**"), se ha constituido mediante escritura pública otorgada ante el Notario el 31 de Julio de 2014 ("**Escritura de Constitución**").
2. La Compañía se ha registrado en el Registro Mercantil Holandés, bajo el número 61196029.
3. De conformidad con la información del Registro Mercantil Holandés, relativo a la Compañía de fecha 24 de Octubre de 2014, las personas que a continuación se indican son miembros y constituyen íntegramente el Consejo de Administración de la Compañía:
 - a. Sr. John Louis Cordani, como director B;
 - b. Sr. Petrus Jacobus Theodorus Maria van de Louw, como director A;
 - c. MacDermid Agricultural Solutions Netherlands Coöperatief U.A., como director A.

NOTARIAL CERTIFICATE

The undersigned:

CORNELIS JACOBUS VAN OEVELEN,
civil law notary officiating at Amsterdam,
the Netherlands (the "**Notary**"),

hereby certifies as of October 24, 2014:

1. **MacDermid Agricultural Solutions Holdings B.V.**, a private limited liability company organized and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with address Strawinskyiaan 411, 1077 XX Amsterdam, the Netherlands (the "**Company**"), was incorporated by a deed, executed before the Notary, on July 31, 2014 (the "**Deed of Incorporation**").
2. The Company is registered with the Dutch Chamber of Commerce under number 61196029.
3. According to an extract of the Dutch Chamber of Commerce relating to the Company, dated October 24, 2014, the following persons are the managing directors and as such constitute the entire board of managing directors of the Company:
 - a. Mr. John Louis Cordani, as managing director B;
 - b. Mr. Petrus Jacobus Theodorus Maria van de Louw, as managing director A;
 - c. MacDermid Agricultural Solutions Netherlands Coöperatief U.A., as managing director A.



4. Según lo dispuesto en el artículo 19 de los estatutos de la Compañía, que se encuentran vigentes y que se incluyen en la Escritura de Constitución, la Compañía se encuentra representada de forma conjunta por un director A y un director B, actuando juntos.

5. En fecha 16 de Octubre de 2014, el Consejo de Administración de la Compañía adoptó, entre otros, los siguientes acuerdos ("**Acuerdos de Consejo**"):

a. Aprobar el Acuerdo Internacional de Venta de Acciones será realizado entre la Compañía y Chemtura Corporation en el cual acuerdo se establece la venta y transferencia por parte de Chemtura Corporation y la compra y adquisición por parte de la Compañía de acciones de la compañía Chemtura Specialties Ecuador S.A., cuyo acuerdo está regido por las leyes de Ecuador (el "**ISPA**");

b. Aprobar que la Compañía negocie y celebre cada uno de los Documentos (según se define en los Acuerdos del Consejo) sustancialmente en los términos que contenían los proyectos de Documentos y las operaciones contempladas en los mismos,

las operaciones mencionadas en los puntos a. y b. anteriores se identificaran en adelante como "**la Transacción**"; y

4. According to article 19 of the articles of association of the Company as currently in force and as included in the Deed of Incorporation, the authority to represent the Company is vested in a managing director A and a managing director B, acting jointly.

5. On October 16, 2014, the board of managing directors of the Company adopted, inter alia, the following resolutions (the "**Resolutions of the Board**"):

a. to approve the International Stock Purchase Agreement to be entered into by and between the Company and Chemtura Corporation which relates to the sale and transfer by Chemtura Corporation and the purchase and acquisition by the Company of shares of the company Chemtura Specialties Ecuador S.A., which agreement is governed by the laws of Ecuador (the "**ISPA**");

b. to approve the Company's entering into, execution, delivery and performance of each of the Documents (as defined in the Resolutions of the Board) substantially in conformity with the drafts of the Documents and the transactions contemplated thereby,

the transactions as mentioned under a. and b above are hereinafter referred to as the "**Transaction**"; and



c. irrevocablemente autorizar a cada miembro del Consejo de Administración de la Compañía y cada uno de Robert Hendrik Rottinghuis y United International Management B.V. (los "Apoderados" e individualmente el "Apoderado"), para, en representación de la Compañía, actuar de forma individual con plenas facultades de sustitución para negociar, modificar, adaptar renunciar, firmar, ejecutar, inicializar, entregar y, cuando sea el caso, cumplir con los Documentos en la forma en que cada uno de dichos Apoderados lo apruebe (considerando la firma de los mismos por el Apoderado como la propia aprobación de los mismos) y para realizar todos los actos y actividades relacionadas y/o necesarias y/o convenientes y/o deseables en la opinión individual de cada uno de los Apoderados en relación con o derivado del objeto relacionado con la celebración y cumplimiento de los Documentos y de las transacciones contempladas en los mismos.

6. De conformidad con los Acuerdos del Consejo, cada Apoderado se encuentra autorizado, con su sola firma, para, en representación de la Compañía, firmar, ejecutar, entregar y, cuando sea el caso, cumplir el ISPA en conformidad con el cual Chemtura Corporation venderá, transferirá y transmitirá y la Compañía comprará, adquirirá, aceptará de Chemtura Corporation 964,934 acciones de un Dollar Estadounidense cada una, igual al 99.9999% del capital

c. to irrevocably authorise each member of the board of managing directors of the Company and each of Robert Hendrik Rottinghuis and United International Management B.V. (the "Attorneys" and each an "Attorney"), acting individually with full power of substitution, to negotiate, amend, adapt, waive, sign, execute, initial, deliver and (where relevant) perform for and on behalf of the Company the Documents in such forms as any Attorney may approve (such approval to be conclusively evidenced by an Attorney's execution thereof) and to do all such acts and things as may be ancillary thereto and/or necessary and/or useful and/or desirable in the sole opinion of any Attorney in connection with or for the purpose of the entering into, execution, delivery or performance of the Documents and the transaction contemplated thereby.

6. Based on the Resolutions of the Board, each Attorney is authorized, acting individually, to sign, execute, deliver and (where) relevant, perform for and on behalf of the Company the ISPA pursuant to which Chemtura Corporation will sell, transfer and convey and the Company will purchase, acquire and accept from Chemtura Corporation 964,934 shares of one United States Dollar each, equal to 99.9999% of the entire issued share capital of Chemtura



social total emitido de Chemtura
Specialties Ecuador S.A

7. La Compañía es válidamente existente bajo las leyes de los Países Bajos y la Compañía tiene el poder empresarial para llevar a cabo cualquier tipo de negocio que (i) se inscribe en la cláusula de los objetos contenidos en los estatutos de la Compañía y (ii) se encuentra en su interés social.
8. La Compañía no se ha disuelto (*ontbonden*), no está en liquidación (*in liquidatie*), no ha dejado de existir en virtud de una fusión (*fusie*) o una escisión (*splitsing*), sus activos no se han puesto bajo la administración (*onder bewind gesteld*), no se le ha concedido (provisional) la suspensión de pagos (*(voorlopige) surseance van betaling*) o declarado en quiebra (*failliet verklaard*).

Las consideraciones indicadas se basan solamente en:

- una copia de la Escritura de Constitución, incluyendo el texto íntegro de los estatutos vigentes de la Compañía;
- los Acuerdos de Consejo; y
- una copia de un extracto del Registro Mercantil Holandés, relativo a la Compañía, de fecha de 24 de Octubre de 2014; y
- en relación con los estados establecidos bajo 7. y 8., aunque no constituye una prueba concluyente de la misma, el extracto del Registro Mercantil antes mencionada bajo la letra c. así como la confirmación telefónica a la fecha del presente del Secretario de

Specialties Ecuador S.A.

7. The Company is validly existing under the laws of the Netherlands and the Company has the corporate power to conduct any business which (i) falls within the objects clause contained in the articles of association of the Company and (ii) is in its corporate interest.
8. The Company has not been dissolved (*ontbonden*), is not in liquidation (*in liquidatie*), has not ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), had its assets not placed under administration (*onder bewind gesteld*), has not been granted (provisional) suspension of payments (*(voorlopige) surseance van betaling*) or declared bankrupt (*failliet verklaard*).

The above statements are solely based on:

- a copy of the Deed of Incorporation, which includes the complete text of the articles of association of the Company as currently in force;
- the Resolutions of the Board; and
- a copy of an extract of the Dutch Chamber of Commerce in Amsterdam, relating to the Company, dated October 24, 2014;
- in relation to the statements set forth under 7. and 8., although not constituting conclusive evidence thereof, the extract of the Trade Register referred to above under c. as well as telephonic confirmation on the date hereof from the Bankruptcy's Clerk



quiebras (*faillissementgriffie*) del Tribunal de Distrito de Ámsterdam, no revela ninguna información que pudiera hacer estas declaraciones falsas.

Asimismo, asumo que: Sr. John Louis Cordani, Sr. Petrus Jacobus Theodorus Maria van de Louw y MacDermid Agricultural Solutions Netherlands Coöperatief U.A. no han renunciado ni han sido cesados de sus cargos como consejeros de la Compañía. Aunque lo anterior no constituye evidencia concluyente, mis últimas suposiciones se encuentran respaldadas por los contenidos del extracto del Registro Mercantil Holandés mencionado en el punto c. anterior.

La presente escritura se ha otorgado de conformidad con las leyes de Países Bajos, resultando de aplicación la legislación holandesa para cualquier divergencia o diferencia, siendo competentes para su conocimiento los Juzgados y Tribunales Holandeses, y se sujeta a las Condiciones Generales y Condiciones de Greenberg Traurig, LLP que incluyen una cláusula de limitación de responsabilidad.

(*faillissementgriffie*) of the District Court of Amsterdam, did not reveal any information which would render these statements untrue.

Furthermore, I have assumed that: Mr. John Louis Cordani, Mr. Petrus Jacobus Theodorus Maria van de Louw and MacDermid Agricultural Solutions Netherlands Coöperatief U.A., have not resigned nor have been removed as managing director of the Company. Although not constituting conclusive evidence thereof, this assumption is supported by the contents of the extract of the Dutch Chamber of Commerce mentioned under c. above.

This certificate may only be relied upon on the express condition that any issues of interpretation or liability there under will be governed by Dutch law and be brought exclusively before a Dutch Court, and is subject to the General Terms and Conditions of Greenberg Traurig, LLP which include a limitation of liability clause.

Estipulación final:

En el caso de existir diferencias de interpretación entre el texto en español y el texto en inglés, el texto en inglés prevalecerá.

En fe de lo cual, emito el presente documento el cual firmo y sello, en Ámsterdam, Países Bajos, a 24 de Octubre de 2014.

Final provision:

In the event of a difference in interpretation between the Spanish text and the English text, the English text will prevail.

In witness whereof, I have set my hand and seal in the city of Amsterdam, the Netherlands, on October 24, 2014.

**APOSTILLE**

Convention de La Haye du 5 octobre 1961

1. Pais: LOS PAISES BAJOS
El presente documento público
2. Ha sido firmado por: mr. C.J. van Oevelen
3. Actuando en calidad de: notario en Amsterdam
4. Y está revestido del sello/timbre de
mr. C.J. van Oevelen
Certificado
5. En Amsterdam
6. El día 27 oktober 2014
7. Certificado por el Secretario Judicial del Tribunal
de Distrito Amsterdam
8. Con el no:
9. Sello/timbre: **46324** 10 Firma
mw J.W. Pollet

Uittreksel Handelsregister Kamer van Koophandel

KvK-nummer 61196029

Pagina 1 (van 2)

Woonadressen zijn geen openbare gegevens en alleen zichtbaar voor in artikel 51 Handelsregisterbesluit genoemde organisaties.

Rechtspersoon

RSIN	854249059
Rechtsvorm	Besloten Vennootschap
Statutaire naam	MacDermid Agricultural Solutions Holdings B.V.
Statutaire zetel	Amsterdam
Eerste inschrijving handelsregister	04-08-2014
Datum akte van oprichting	31-07-2014
Geplaatst kapitaal	EUR 1.000,00
Gestort kapitaal	EUR 0,00

Onderneming

Handelsnaam	MacDermid Agricultural Solutions Holdings B.V.
Startdatum onderneming	31-07-2014 (datum registratie: 04-08-2014)
Activiteiten	SBI-code: 6420 - Financiële holdings
Werkzame personen	0

Vestiging

Vestigingsnummer	000030316456
Handelsnaam	MacDermid Agricultural Solutions Holdings B.V.
Bezoekadres	Strawinskylaan 411, 1077XX Amsterdam
Telefoonnummer	0205752727
Datum vestiging	31-07-2014 (datum registratie: 04-08-2014)
Activiteiten	SBI-code: 6420 - Financiële holdings Holding- en financieringsmaatschappij.
Werkzame personen	0

Enig aandeelhouder

Naam	MacDermid Agricultural Solutions Netherlands Coöperatief U.A.
Bezoekadres	Strawinskylaan 411, 1077XX Amsterdam
Ingeschreven onder KvK-nummer	61184969
Enig aandeelhouder sedert	31-07-2014 (datum registratie: 04-08-2014)

Bestuurders

Naam	Cordani, John Louis
Geboortedatum en -plaats	27-03-1963, Connecticut, Verenigde Staten van Amerika
Adres	26 Richard Avenue, Wolcott, CT 06716, Verenigde Staten van Amerika
Datum in functie	31-07-2014 (datum registratie: 04-08-2014)
Titel	Bestuurder B
Bevoegdheid	Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)

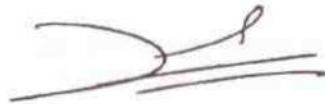
Uittreksel Handelsregister Kamer van Koophandel

KvK-nummer 61196029

Pagina 2 (van 2)

Naam	MacDermid Agricultural Solutions Netherlands Coöperatief U.A.
Bezoekadres	Strawinskylaan 411, 1077XX Amsterdam
Ingeschreven onder KvK-nummer	61184969
Datum in functie	31-07-2014 (datum registratie: 04-08-2014)
Titel	Bestuurder A
Bevoegdheid	Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)
Naam	van de Louw, Petrus Jacobus Theodorus Maria
Geboortedatum en -plaats	28-07-1955, Tilburg
Adres	Spoorlaan 116, 4872XS Etten-Leur
Datum in functie	24-09-2014 (datum registratie: 29-09-2014)
Titel	Bestuurder A
Bevoegdheid	Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)

Uittreksel is vervaardigd op 24-10-2014 om 09.54 uur.
Voor uittreksel



mw. Hankie van Baasbank, Raad van Bestuur



The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 61196029

Page 1 (of 2)

Home addresses are not public data and are only visible for organisations stated in article 51 of the Commercial Register Decree (Handelsregisterbesluit).

Legal entity

RSIN	854249059
Legal form	Private Limited Liability Company (Besloten Vennootschap)
Statutory name	MacDermid Agricultural Solutions Holdings B.V.
Corporate seat	Amsterdam
First entry in Commercial Register	04-08-2014
Date of deed of incorporation	31-07-2014
Issued capital	EUR 1.000,00
Paid-up capital	EUR 0,00

Company

Trade name	MacDermid Agricultural Solutions Holdings B.V.
Company start date	31-07-2014 (registration date: 04-08-2014)
Activities	SBI-code: 6420 - Financial holdings
Employees	0

Establishment

Establishment number	000030316456
Trade name	MacDermid Agricultural Solutions Holdings B.V.
Visiting address	Strawinskylaan 411, 1077XX Amsterdam
Telephone number	+31205752727
Date of incorporation	31-07-2014 (registration date: 04-08-2014)
Activities	SBI-code: 6420 - Financial holdings For further information on activities, see Dutch extract.
Employees	0

Sole shareholder

Name	MacDermid Agricultural Solutions Netherlands Coöperatief U.A.
Visiting address	Strawinskylaan 411, 1077XX Amsterdam
Registered under CR No.	61184969
Sole shareholder since	31-07-2014 (registration date: 04-08-2014)

Board members

Name	Cordani, John Louis
Date and place of birth	27-03-1963, Connecticut, United States of America
Address	26 Richard Avenue, Wolcott, CT 06716, United States of America
Date of entry into office	31-07-2014 (registration date: 04-08-2014)
Title	Bestuurder B
Powers	Authorised jointly (with other board member(s), see articles)



The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 61196029

Page 2 (of 2)

Name	MacDermid Agricultural Solutions Netherlands Coöperatief U.A.
Visiting address	Strawinskylaan 411, 1077XX Amsterdam
Registered under CR No.	61184969
Date of entry into office	31-07-2014 (registration date: 04-08-2014)
Title	Bestuurder A
Powers	Authorised jointly (with other board member(s), see articles)

Name	van de Louw, Petrus Jacobus Theodorus Maria
Date and place of birth	28-07-1955, Tilburg
Address	Spoorlaan 116, 4872XS Etten-Leur
Date of entry into office	24-09-2014 (registration date: 29-09-2014)
Title	Bestuurder A
Powers	Authorised jointly (with other board member(s), see articles)

Extract was made on 24-10-2014 at 09.55 hours.
For extract

mw. Hankie van Baasbank, Raad van Bestuur

APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Pais: LOS PAISES BAJOS
El presente documento público
2. Ha sido firmado por: H. van Baasbank
3. Actuando en calidad de: lid Raad van Bestuur,
Kamer van Koophandel
4. Y está revestido del sello/timbre de:
--
Certificado
5. En Amsterdam
6. El día 27 oktober 2014
7. Certificado por el Secretario Judicial del Tribunal
de Distrito Amsterdam
8. Con el no: **46323**
9. Sello/timbre: **46323**
10. Firma
mw. J.W. Pollet

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware

6. the fifteenth day of July, A.D. 2014

7. by Secretary of State, Delaware Department of State

8. No. 0525571

9. Seal/Stamp:



10. Signature:


Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEMTURA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHEMTURA CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

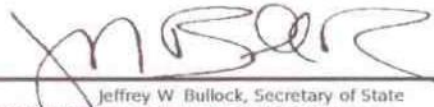
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3046078

140938497

You may verify this certificate
at corp.delaware.gov/authver.


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1523554

DATE: 07-10-14

CHEMTURA CORPORATION
CERTIFICATE OF THE
SECRETARY OF THE COMPANY

Dated: October 23, 2014

I, Billie Flaherty, hereby certify that I am the duly elected and qualified Executive Vice President, General Counsel and Corporate Secretary of Chemtura Corporation, a Delaware corporation (the "Company"), and that as such I am authorized to execute and deliver this Certificate on behalf of the Company and further certify as follows:

(1) Attached hereto as Exhibit A are true, correct and complete copies of the resolutions adopted on April 14, 2014 at a duly called meeting of the board of directors of the Company, approving among other things; (i) the execution of the Stock and Asset Purchase Agreement dated April 16, 2014 (as amended, the "SAPA") with Platform Specialty Products Corporation, a Delaware corporation ("Platform"), providing for the sale by the Company and purchase by Platform of the Chemtura AgroSolutions business (the "Business", as such term is defined in the SAPA); (ii) the execution of any Ancillary Agreements (as defined in the SAPA); and (iii) the authorization of the officers of the Company to implement and take or cause to be implemented and taken, any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered, all such agreements, documents, assignments, certificates, instruments and undertakings, and to incur and pay all such fees and expenses as necessary, appropriate or desirable to fully carry out the intent and accomplish the purposes of the SAPA and the Ancillary Agreements.

[Signature page follows]

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: October 23, 2014.

CHEMTURA CORPORATION

By: *Billie Flaherty*
Name: Billie Flaherty
Title: Vice President, General Counsel
and Corporate Secretary

STATE OF CONNECTICUT)

) ss.: Middlebury

COUNTY OF NEW HAVEN

On the 23rd day of October, 2014, before me personally came Ms. Billie Flaherty, to me known, who being by me duly sworn, did depose and say that she is the Vice President, General Counsel and Corporate Secretary of Chemtura Corporation, and who executed the above instrument, and that she signed her name thereto by authority of the board of directors of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

Jo Ann M. Behlman
Notary Public

JO ANN M. BEHLMAN

NOTARY PUBLIC

My Commission Expires 07/31/2015



[Chemtura Corporation – Secretary's Certificate]

**Chemtura Corporation
Project Platinum
Proposed Board Resolutions**

WHEREAS, Chemtura Corporation (the "Company") has been in discussions with Platform Specialty Products Corporation and its advisors (collectively, "Platform") regarding the sale of the Chemtura AgroSolutions business (the "Business") to Platform and/or its affiliates;

WHEREAS, the Company and Platform have been in discussions on the terms and conditions of a definitive Stock & Asset Purchase Agreement (the "SAPA") to govern the terms of the proposed sale of the Business by the Company to Platform and/or its affiliates (the "Sale");

WHEREAS, the Company and Platform have been in discussions on the terms and conditions of various ancillary agreements, including, among others (i) Supply Agreements, (ii) an IP Licensing Agreement and (iii) a Transition Services Agreement (collectively, the "Ancillary Agreements") between the Company and/or its affiliates and Platform and/or its affiliates to be entered into in connection with the transactions contemplated by the SAPA;

WHEREAS, the Board of Directors of the Company (the "Board") has reviewed the materials relating to the Sale presented by management of the Company and its advisors at the meeting held on these Resolutions;

WHEREAS, the Board has had the opportunity to consult with management of the Company and its advisors and to fully consider the proposed terms and conditions of the Sale;

WHEREAS, the Company and Platform have reached agreement on substantially all the material terms and conditions of the proposed Sale and are finalizing the terms of the SAPA and the Ancillary Agreements;

WHEREAS, the Board has had the opportunity to consult with Morgan Stanley on the fairness of the proposed Sale, and the form of the opinion that Morgan Stanley will issue in connection with the Sale, in substantially similar form to that described to the Board at the meeting held on these Resolutions; now, therefore, be it

RESOLVED, that the Board hereby deems it advisable and in the best interests of the Company to adopt and approve the form, terms and provisions of the SAPA and the schedules and exhibits thereto (including the Ancillary Agreements), and the entry into

the transactions contemplated thereby, including the Sale, all as more fully described in Exhibit A attached hereto; and be it further

RESOLVED, that each of the officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to (i) continue to negotiate the terms of the SAPA and the Ancillary Agreements and (ii) to enter into the SAPA and the Ancillary Agreements with Platform, on terms and conditions substantially similar to those described in Exhibit A attached hereto and presented to the Board at the meeting held on these Resolutions, with such changes as such officers shall deem necessary, appropriate or advisable (the execution and delivery of such agreements by any such officer being conclusive evidence of the necessity, appropriateness or desirability thereof), subject to receipt of a written fairness opinion from Morgan Stanley, and to undertake any and all related transactions contemplated thereby; and be it further

RESOLVED, that in addition to the specific authorizations set forth above, each of the officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, to implement and take or cause to be implemented and taken, any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered, all such agreements, documents, assignments, certificates, instruments and undertakings, and to incur and pay all such fees and expenses, as in such officer's sole judgment, shall be necessary, appropriate or desirable to fully carry out the intent and accomplish the purposes of the foregoing Resolutions adopted herein, and the execution and delivery of such agreements, documents, assignments, certificates, instruments and undertakings by any such officer shall be conclusive evidence of the necessity, appropriateness or desirability thereof; and be it further

RESOLVED, that all acts, actions and transactions previously taken by any officer, director, representative or agent of the Company in connection with the foregoing be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects.

CARTA CESIÓN

Lunes, 3 de noviembre de 2014

Señor
Gerente General
CHEMTURA SPECIALTIES ECUADOR S.A.
Avenida Colón E4-105 y Avenida 9 de Octubre
Edificio Solimar, Piso 1 Oficina 109
Quito - Ecuador

De mis consideraciones:

Por medio de la presente, comunicamos a usted lo siguiente

- 1) Que la accionista **CHEMTURA CORPORATION** ha transferido a favor de la compañía **MACDERMID AGRICULTURAL SOLUTIONS HOLDINGS B.V.** los siguientes títulos de acción extendidos por la compañía **Chemtura Specialties Ecuador S.A.**

- Título de Acción No. 9 contentivo de 39.999 acciones ordinarias nominativas e indivisibles de un valor nominal de USD. 1.00 cada una, numerada de la acción 001 a la 39.999 inclusive, que se encuentran suscritas y pagadas en su totalidad.
- Título de Acción No. 10 contentivo de 924.935 acciones ordinarias, nominativas e indivisibles de un valor nominal de USD. 1.00 cada una, numerada de la acción 40.001 a la 964.935 inclusive, que se encuentran suscritas y pagadas en su totalidad.

- 2) Que la accionista **CHEMTURA HOLDING COMPANY, INC** ha transferido a favor de la compañía **NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC.** el siguiente título de acción extendido por la compañía **Chemtura Specialties Ecuador S.A.**

- Título de Acción No. 11 contentivo de 1 acción ordinaria, nominativa e indivisible de un valor nominal de USD. 1.00, signada con el número 40.000 que se encuentra suscrita y pagada en su totalidad.

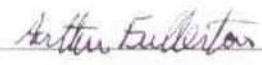
Estas transferencias incluyen todos los derechos que corresponden sobre dichas acciones, sin existir reserva alguna.

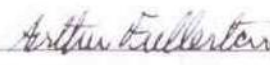
Las **CEDENTES** son compañías constituidas y existentes de conformidad con la legislación de Estados Unidos de América. **MACDERMID AGRICULTURAL SOLUTIONS HOLDINGS B.V.** es una compañía constituida y existente de conformidad con la legislación de los Países Bajos y **NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC.** es una compañía constituida y existente de conformidad con la legislación de los Estados Unidos de América.

Mucho agradeceremos se sirva inscribir las transferencias previamente detalladas en el Libro de Acciones y Accionistas de su representada y comunicar las mismas a la Superintendencia de Compañías.

Por LA CEDENTE
Chemtura Corporation

Por LA CEDENTE
Chemtura Holding Company, Inc.


Nombre: Arthur Fullerton
Cargo: Assistant Secretary
Documento de identificación: 440577618

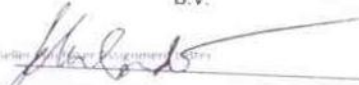

Nombre: Arthur Fullerton
Cargo: Vice President & Secretary
Documento de identificación: 440577618

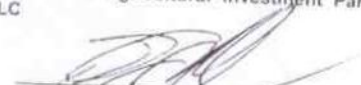
Fuisionario de la
Compañía autorizada
por el Directorio

Por LA CESIONARIA
**MacDermid Agricultural Solutions Holdings
B.V.**

Por LA CESIONARIA
**Netherlands Agricultural Investment Partners
LLC**

12/11 - Sales Agreement - 10/11/14


Nombre: John L. Cordani
Cargo: Managing Director B
Documento de identificación: 141923101


Nombre: Frank J. Monteiro
Cargo: President
Documento de identificación: 477711024

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

6. *the seventeenth day of October, A.D. 2014*

7. *by Secretary of State, Delaware Department of State*

8. No. *0531791*

9. Seal/Stamp:



10. Signature:

Jeffrey W. Bullock
Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC" WAS FORMED ON THE THIRD DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5563348 830

141304421

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1788511

DATE: 10-17-14

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
NETHERLANDS AGRICULTURAL INVESTMENT PARTNERS LLC
(a Delaware limited liability company)**

October 15, 2014

The undersigned, being all of the members of the Board of Directors (the "Board") of Netherlands Agricultural Investment Partners LLC, a Delaware limited liability company (the "Company") does hereby adopt, by this written consent (this "Consent"), the following resolutions pursuant to Section 18-404 of the Delaware Limited Liability Company Act and directs that this Consent be filed in the Company's records:

WHEREAS, on April 16, 2014, the Company's ultimate parent company, Platform Specialty Products Corporation, a Delaware corporation ("Platform"), and Chemtura Corporation, a Delaware corporation ("Chemtura"), entered into a Stock and Asset Purchase Agreement (the "SAPA"), whereby in accordance with the terms thereof, Chemtura will sell to Platform, and Platform will purchase from Chemtura, the Business (as defined in the SAPA);

WHEREAS, the Business is owned and/or operated by Chemtura, as well as a number of direct or indirect subsidiaries of Chemtura;

WHEREAS, in connection with the purchase of the Business, it is proposed that the Company enter into agreements listed on Exhibit A attached hereto, the forms of which have been provided to the Board and filed with the books and records of the Company, and any further documents deeds, instruments, agreements, notices, acknowledgements, letter agreements, memoranda, powers of attorney, statements and certificates as may be ancillary, necessary, required or useful in connection with the SAPA or the transactions contemplated thereby (collectively, the "Documents" and each a "Document");

WHEREAS, the Board has reviewed and considered the Documents and the transactions contemplated thereby (the "Transactions"); and

WHEREAS, the Board deems it advisable, fair and in the best interest of the Company to enter into the Documents and consummate the Transactions, on the terms and subject to the conditions set forth in the Documents.

NOW, THEREFORE, BE IT RESOLVED the Board hereby authorizes and approves the execution, delivery and performance of the Documents and the Transactions and determines that the terms of the Documents, including, without limitation, the Transactions, are advisable, fair, and in the best interests of the Company and its member; and be it

FURTHER RESOLVED, that the form, terms and provisions of the Documents and the Transactions be, and they hereby are, ratified, confirmed, approved and adopted in all respects and that the officers of the Company (the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Company to execute and deliver or authorize an agent through issuance of a power of attorney to such agent (the "Attorney-in-Fact") to execute and deliver Documents, in such form, with such changes therein, deletions therefrom or additions thereto as the Authorized Officer or Authorized Officers or the Attorney-in-Fact executing the same shall approve, the signature of such Authorized Officer(s) or such Attorney-in-Fact thereon to be conclusive evidence of the approval of such changes, deletions or additions; and be it

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the Authorized Officers and the Attorney-in-Fact be, and each of them hereby is, for and in the name and on behalf of the Company, authorized to take, or cause to be taken, such further action, pay such fees and expenses, make such filings or certifications, and execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as he may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the Authorized Officers, the Attorney-in-Fact or any other directors, officers, employees or agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Company; and be it

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall constitute an original, but which together shall constitute one and the same instrument; and be it

FURTHER RESOLVED, that facsimile or electronic (pdf) signatures shall constitute original signatures for all purposes of this Consent.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

BOARD OF DIRECTORS:

By: 
John Cordani

By: 
Frank Monteiro

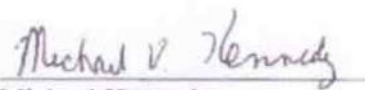
By: 
Michael Kennedy

EXHIBIT A

AGREEMENTS

	Agreement	Country
1.	International Stock Purchase Agreement in respect of all of the issued and outstanding quotas of Chemtura Colombia Ltda.	Colombia
2.	International Stock Purchase Agreement in respect of all of the issued and outstanding share capital of Chemtura (Thailand) Limited	Thailand
3.	International Stock Purchase Agreement in respect of all of the issued and outstanding share capital of Chemtura Ukraine LLC	Ukraine
4.	International Stock Purchase Agreement in respect of all of the issued and outstanding capital of Chemtura Chemicals India Private Limited	India
5.	International Stock Purchase Agreement in respect of all of the issued and outstanding shares of Chemtura Specialties Ecuador S.A.	Ecuador
6.	International Stock Purchase Agreement in respect of all of the issued and outstanding shares of Chemtura Química Argentina S.A.C.I.	Argentina
7.	International Stock Purchase Agreement in respect of all of the issued and outstanding share capital of Chemtura LLC	Russia

CHEMTURA HOLDING COMPANY, INC.

**Action by Unanimous Written Consent
Of the Board of Directors**

The undersigned, being all of the members of the board of directors of Chemtura Holding Company, Inc., a Delaware corporation (the "Company"), hereby adopt, by this unanimous written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the board of directors of the Company (the "Board").

WHEREAS, Chemtura Corporation, a Delaware corporation ("Chemtura"), entered a definitive Stock and Asset Purchase Agreement dated April 16, 2014 (as amended, the "SAPA") with Platform Specialty Products Corporation, a Delaware corporation ("Platform"), providing for the sale by Chemtura and purchase by Platform of the Chemtura AgroSolutions business (the "Business", as such term is defined in the SAPA), such sale and purchase being referred to as the "Transaction";

WHEREAS, the Business is owned and/or operated by Chemtura as well as a number of the direct or indirect subsidiaries of Chemtura, one of which subsidiaries is the Company;

WHEREAS, the Company is a Seller Entity under the terms of the SAPA, and owns equity interests in each of Chemtura Química Argentina S.A.C.I., an Argentine company, Chemtura Colombia Limitada, a Colombian limited liability company, and Chemtura Specialties Ecuador S.A., an Ecuadorian company;

WHEREAS, to facilitate the Transaction, the Company will transfer its equity interests in each of Chemtura Química Argentina S.A.C.I., an Argentine company, Chemtura Colombia Limitada, a Colombian limited liability company, and Chemtura Specialties Ecuador S.A., an Ecuadorian company, to one or more affiliates of Platform, as applicable, in accordance with the terms of the SAPA, (each an "Equity Interests Transfer");

WHEREAS, the Board has reviewed the materials presented by the management of the Company in respect of the Transaction and the Equity Interests Transfers (collectively, the "Transactions"), and has had the opportunity to consult with the management of the Company as well as the management of Chemtura and to fully consider the proposed terms of the Transactions as such terms affect the Company;

WHEREAS, the Board deems it advisable and in the best interests of the Company to proceed with the Transactions insofar as the Transactions affect the business, assets or operations of the Company; now, therefore, be it

RESOLVED, that the Transactions are hereby approved and that the Company shall proceed with the Transactions insofar as the Transactions affect the business, assets, or operations of the Company;

RESOLVED, that the following persons and parties (each, an "Authorized Signatory"), acting individually, be, and hereby is, authorized, directed and empowered, in the name of, and on behalf of the Company, to negotiate, enter into, execute and deliver such agreements, undertakings, certificates, instruments and documents (including, without limitation, those set forth in the Schedule hereto) as are necessary or reasonable in the sole judgment and discretion of such Authorized Signatory to implement, perform and complete the Transactions and to fully carry out the intent and accomplish the purposes of the foregoing Resolutions adopted herein;

Each of the officers of the Company;

Each of the directors of the Company;

The following persons, holding positions including the officer and/or employment positions with Chemtura as indicated below:

Richard Seltz, SPM Director, Special Projects Management of Chemtura
Alan Schutzman, Associate General Counsel of Chemtura
Arthur Fullerton, Associate General Counsel of Chemtura
Leandro Ponchio, Legal Director, Latin America Region, of Chemtura;

Such other individual persons as are hereafter specifically authorized and empowered by separate written power of attorney duly issued by and on behalf of the Company;

RESOLVED, that the execution and delivery of such agreements, undertakings, certificates, instruments and documents by any such Authorized Signatory shall be conclusive evidence of the necessity, appropriateness or desirability thereof; and be it further

RESOLVED, that all actions previously taken by any Authorized Signatory in connection with the foregoing, including the grant of certain powers of attorney in connection with the Transactions, be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this consent as of the 23rd day of October, 2014.



Billie Flaherty



Stephen Forsyth

Schedule
Transaction Documents

- Argentina:

- An International Stock Purchase Agreement in respect of the Company's shares held in Chemtura Química Argentina S.A.C.I., an Argentine company.

- Colombia:

- The International Stock Purchase Agreement for Colombia for the sale and purchase of the equity interests of Chemtura Colombia Limitada pursuant to which, among other things:

1. Chemtura Corporation will transfer 2,720,493 capital quotas of one Colombian peso (COP\$1) each, representing 0.23% of the equity interest of Chemtura Colombia Limitada for a price of approximately \$7,605, depending in part on the exchange rate effective on November 3, 2014;
2. Chemtura Holding Company, Inc. is the legal and beneficial owner of 1,159,478,884 capital quotas of one Colombian peso (COP\$1) each, representing 99.77% of the equity interest of Chemtura Colombia Limitada for a price of approximately \$3,242,395, depending in part on the exchange rate effective on November 3, 2014.

- Ecuador:

- The International Stock Purchase Agreement to be entered into by and between Chemtura Corporation, Chemtura Holding Company, Inc., Macdermid Agricultural Solutions Holdings B.V. and Netherlands Agricultural Investment Partners LLC and which relates to the sale and transfer by Chemtura Corporation and Chemtura Holding Company, Inc. and the purchase and acquisition by Macdermid Agricultural Solutions Holdings B.V. and Netherlands Agricultural Investment Partners LLC of all the shares in the capital of the Ecuadorian company Chemtura Specialties Ecuador S.A. (the "Shares Transfer"), which agreement is governed by the laws of Ecuador. Pursuant to the International Stock Purchase Agreement, Chemtura Holding Company, Inc. will sell and transfer, and Netherlands Agricultural Investment Partners LLC will purchase and acquire one (1) share in the capital of the Ecuadorian company Chemtura Specialties Ecuador S.A.

- The assignment letter to be executed by Chemtura Corporation, Chemtura Holding Company, Inc., Macdermid Agricultural Solutions Holdings B.V. and Netherlands Agricultural Investment Partners LLC informing Chemtura Specialties Ecuador S.A.'s General Manager of the Shares Transfer and

requesting that it be recorded in Chemtura Specialties Ecuador S.A.'s Shareholders and Shares Book and notified to the Superintendence of Companies.

- 2. The stock transfer forms to be executed by Chemtura Holding Company, Inc. and Netherlands Agricultural Investment Partners LLC in respect of the Shares Transfer.

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware

6. the twenty-ninth day of July, A.D. 2014

7. by Secretary of State, Delaware Department of State

8. No. 0526587

9. Seal/Stamp:



10. Signature:


Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEMTURA HOLDING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHEMTURA HOLDING COMPANY, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2005.

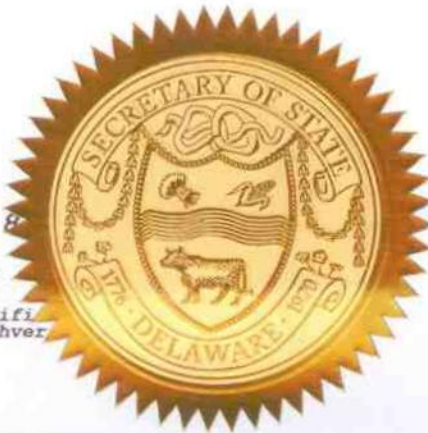
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4064588

141007451

You may verify this certifi
at corp.delaware.gov/authver




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1574597

DATE: 07-29-14