

Summary of the Chocques Agreement

1. This appendix contains a detailed summary of the Chocques Agreement.

Executive summary

2. This agreement is a toll manufacturing agreement whereby ICI produces and delivers products for Air Products at ICI's plant, using raw materials and technical know-how supplied by Air Products.
3. In return for the manufacture of the products, Air Products pays ICI fees consisting of [REDACTED].
4. ICI is responsible for the management and operation of the plant as well as regulatory issues such as permits and insurance.
5. [REDACTED]
6. [REDACTED]

Background

7. The Chocques Agreement is a toll manufacturing agreement between ICI and Air Products dated 2 February 1998, with unlimited duration.
8. It was put in place at the time Air Products bought ICI C&P Limited's worldwide business in manufacturing, distributing and selling finished alkylethanolamines and iso-propanolamines (referred to in the agreement as the 'Products'). The sale also included intellectual property and technical information in relation to the manufacture of the Products.
9. ICI retained ownership and responsibility for the methylamine derivatives plant and employees following the sale and it dedicated the plant to the manufacture of the Products for Air Products on the terms set out below.
10. Before this agreement ICI used the Chocques plant for the manufacture of these Products.

Manufacturing process

11. [REDACTED]
12. [REDACTED]¹
13. [REDACTED]

¹[REDACTED]

14. [✂]

15. [✂]

Fees paid by Air Products

16. [✂]²

17. [✂]

Changes to the products

18. [✂]

19. [✂]

Capital expenditure

20. [✂]

21. [✂]

22. [✂]

23. [✂]

24. [✂]

25. [✂]

26. [✂]³

Termination

27. [✂]

28. [✂]⁴

29. [✂]

Consequences of Termination

30. [✂]

31. [✂]

32. [✂]

²[✂]
³[✂]
⁴[✂]

33. [✂]

[✂]

34. [✂]

35. [✂]

Assignability

36. [✂]

37. [✂]