



BERMUDA

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

I HEREBY CERTIFY that in accordance with section 10 of *the Companies Act 1981*
Axalta Coating Systems Bermuda Co., Ltd. by resolution and with the approval of the
Registrar of Companies has changed its name and was registered as **Axalta Coating
Systems Ltd.** on the 8th day of August 2014.

Given under my hand and the Seal of
the REGISTRAR OF COMPANIES this
13th day of August 2014

for Registrar of Companies





BERMUDA

CERTIFICATE OF DEPOSIT OF MEMORANDUM OF INCREASE OF SHARE CAPITAL

THIS IS TO CERTIFY that a Memorandum of Increase of Share Capital
of

Axalta Coating Systems Bermuda Co., Ltd.

was delivered to the Registrar of Companies on the 10th day of **October 2013** in
accordance with section 45(3) of *the Companies Act 1981* ("the Act").



Given under my hand and Seal of the
REGISTRAR OF COMPANIES this
16th day of **October 2013**

A handwritten signature in black ink, appearing to be 'J. M.' or similar.

for Registrar of Companies

Capital prior to increase: US\$ 10,000.00

Amount of increase: US\$ 999,990,000.00

Present Capital: US\$ 1,000,000,000.00



BERMUDA

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

I HEREBY CERTIFY that in accordance with section 10 of the Companies Act 1981
Flash Bermuda Co. Ltd. by resolution and with the approval of the Registrar of
Companies has changed its name and was registered as **Axalta Coating Systems**
Bermuda Co., Ltd. on the 9th day of May 2013.



Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this
13th day of May 2013


for Acting Registrar of Companies



BERMUDA

CERTIFICATE OF INCORPORATION

I hereby in accordance with section 14 of *the Companies Act 1981* issue this Certificate of Incorporation and do certify that on the **24th day of August 2012**

Flash Bermuda Co. Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an **exempted** company.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this **27th day of August 2012**

for Registrar of Companies



BERMUDA
THE COMPANIES ACT 1981
**MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES**
(Section 7(1) and (2))

**MEMORANDUM OF ASSOCIATION
OF**

Flash Bermuda Co. Ltd.
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
David J. Doyle	Clarendon House 2 Church Street Hamilton HM 11 Bermuda	Yes	British	One
Michael G. Frith	"	Yes	British	One
Michael B. Ashford	"	Yes	British	One

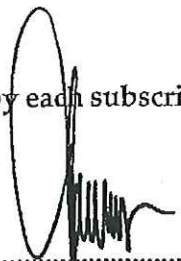

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.




3. The Company is to be an exempted company as defined by the Companies Act 1981 (the "Act").
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding ____ in all, including the following parcels:- N/A
5. The authorised share capital of the Company is US\$10,000.00 divided into shares of US\$1.00 each.
6. The objects for which the Company is formed and incorporated are unrestricted.
7. The following are provisions regarding the powers of the Company –

Subject to paragraph 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and –

- (i) pursuant to Section 42 of the Act, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
- (ii) pursuant to Section 42A of the Act, the Company shall have the power to purchase its own shares for cancellation; and
- (iii) pursuant to Section 42B of the Act, the Company shall have the power to acquire its own shares to be held as treasury shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof


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M/R 502
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.....
(Subscribers)

.....
(Witnesses)

SUBSCRIBED this 24 August, 1912




BERMUDA
THE COMPANIES ACT 1981
NOTICE OF ADDRESS OF REGISTERED OFFICE
Pursuant to section 62

Name of Company Flash Bermuda Co. Ltd.

In accordance with section 62(2) of the Companies Act, 1981, I hereby give notice that the address of the registered office of the above-mentioned Company is -

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Signed 

State whether Director or SecretaryProvisional Director

Date24th August, 2012



BERMUDA

TAX ASSURANCE

WHEREAS the Minister of Finance ("the Minister"), pursuant to section 2 of *the Exempted Undertakings Tax Protection Act 1966*, is authorised to enter into an arrangement with any exempted undertaking upon application.

WHEREAS such undertakings may be given an assurance that in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any tax described herein shall not be applicable to such undertakings or to any of its operations or the shares, debentures or other obligations of the said undertakings.

THEREFORE the Minister, upon application, hereby grants the aforementioned assurance to:

Flash Bermuda Co. Ltd.
("the Undertaking")

PROVIDED THAT this assurance shall not be construed so as to:

- (i) prevent the application of any such tax or duty to such persons as are ordinarily resident in these Islands; and
- (ii) prevent the application of any tax payable in accordance with the provisions of the Land Tax Act 1967 or otherwise payable in relation to the land leased to the Undertaking.

THIS TAX ASSURANCE shall be in effect until the 31st day of March, 2035.

Given under my hand this
6th day of September 2012

Stephen Lowe
Registrar of Companies
for MINISTER OF FINANCE