

Company Number. 03965433

THE COMPANIES ACT 2006

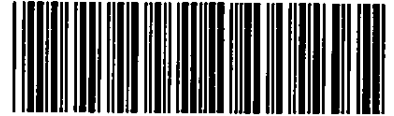
A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ICON WARNE HOLDINGS LIMITED

TUESDAY



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AIQ

07/02/2012

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as ordinary and special resolutions:

Resolution proposed by the directors as a special resolution

- 1 That on the passing of this resolution those provisions which, immediately before 1 October 2009, were contained in the Company's memorandum of association and by virtue of section 28 of the Companies Act 2006 would otherwise be treated as provisions of the Company's articles of association shall no longer apply to the Company) and for the avoidance of doubt including the authorised share capital of the Company.

Resolutions proposed by the directors as ordinary resolutions

1. That, pursuant to the provisions of section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company provided that -
 - a the maximum aggregate nominal amount of such shares that may be allotted under this authority is £2,881,000; and
 - b. this authority shall, (unless revoked, varied or renewed in accordance with the Companies Act 2006), expire on the fifth anniversary of this resolution (except that the Company may, before such expiry, make an offer or agreement which will or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such

offer or agreement notwithstanding that the authority conferred by this resolution has expired);


and the authority granted by this resolution is in substitution for any authority to allot shares previously granted to the directors which (to the extent that it remains in force and unexercised) is revoked.

2. For the purposes of providing approval for all relevant provisions of the memorandum of association and articles of association of the Company, it is hereby resolved that the sum of £2,881,000 being the sum standing to the credit of the merger reserve in the Company's accounts as at the date of issue of this resolution, be capitalised and applied in paying up in full at par 288,100,000 ordinary shares of £1 to be issued to the sole shareholder of the Company by way of bonus issue.

Agreement to the resolutions

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, being all of the persons entitled to vote on the above resolutions on the date of circulation of them by the Company, irrevocably vote in favour of them.


.....
For and on behalf of
Icon Polymer UK Limited

6 FEBRUARY 2012
.....
Date

NOTES

- 1 The date of circulation of the attached resolution is 6 / 2 / 2012.
Unless the resolutions are passed before the end of the period 28 days beginning with that date, they will lapse.
- 2 Please indicate your agreement to the resolutions by signing and dating this document where indicated above.
- 3 If you do not support any of the resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply. If you wish to agree to some of the resolutions but not others, please delete clearly those resolutions you do not support before signing, dating and returning the document.
- 4 Once you have indicated your agreement to the resolutions, you may not withdraw your agreement.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.