

Company No: **7258554**

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING
of
ALLIED GLASS GROUP LIMITED

TUESDAY



A2L0270X
A25 12/11/2013 #339
COMPANIES HOUSE

("Company")

Passed the *8th* day of *November* 2013

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed:

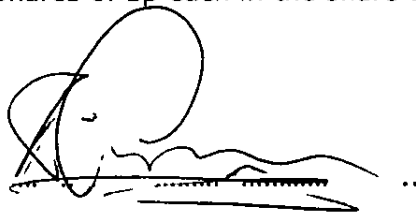
SPECIAL RESOLUTION

SHARE RECLASSIFICATION

1. **THAT**, the reclassification of the following shares pursuant to Article 5.2.4 of the Articles of Association of the Company be approved:
 - 1.1 the reclassification of 2,312,960 of the A Ordinary Shares of 1p each in the share capital of the Company held by Barclays Industrial Investments Limited (having the rights set out in the articles of association of the Company) as 2,312,960 Deferred Shares of 1p each in the share capital of the Company;
 - 1.2 the reclassification of 315,403 of the A Ordinary Shares of 1p each in the share capital of the Company held by Clink Street Nominees Limited (having the rights set out in the articles of association of the Company) as 315,403 Deferred Shares of 1p each in the share capital of the Company;
 - 1.3 the reclassification of 2,160,919 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'A' LP (having the rights set out in the articles of association of the Company) as 2,160,919 Deferred Shares of 1p each in the share capital of the Company;
 - 1.4 the reclassification of 2,232,087 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'B' LP (having the rights set out in the articles of association of the Company) as 2,232,087 Deferred Shares of 1p each in the share capital of the Company,
 - 1.5 the reclassification of 80,873 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'D' LP (having the rights set out in the articles of association of the Company) as 80,873 Deferred Shares of 1p each in the share capital of the Company,

- 1.6 the reclassification of 314,595 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'E' LP (having the rights set out in the articles of association of the Company) as 314,595 Deferred Shares of 1p each in the share capital of the Company;
- 1.7 the reclassification of 2,268,076 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'F' LP (having the rights set out in the articles of association of the Company) as 2,268,076 Deferred Shares of 1p each in the share capital of the Company;
- 1.8 the reclassification of 202,182 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'G' LP (having the rights set out in the articles of association of the Company) as 202,182 Deferred Shares of 1p each in the share capital of the Company;
- 1.9 the reclassification of 36,563 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Founder Partner III LP (having the rights set out in the articles of association of the Company) as 36,563 Deferred Shares of 1p each in the share capital of the Company; and
- 1.10 the reclassification of 16,813 of the A Ordinary Shares of 1p each in the share capital of the Company held by Eurovent III (having the rights set out in the articles of association of the Company) as 16,813 Deferred Shares of 1p each in the share capital of the Company.

Signed



Director/Secretary

Dated

8 / 11 /

2013

Company No: 7258554

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
CLASS RESOLUTION IN WRITING

A25

12/11/2013
COMPANIES HOUSE

#340

of

the holders of A ORDINARY SHARES in

ALLIED GLASS GROUP LIMITED

("Company")

Passed the 8th day of *November* 2013

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the holders of A Ordinary Shares of £0.01 each in the capital of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the holders of such preferred ordinary shares was duly passed:

RESOLUTION

As a special resolution

THAT the holders of the A Ordinary Shares of £0 01 each in the capital of the Company ("A Ordinary Shares") hereby sanction the passing of each of the resolutions set out in the written resolutions of the Company dated 8 *November* 2013 (a copy of which resolutions are attached to this class resolution) and hereby sanction each and every variation or abrogation of the rights attached to the A Ordinary Shares which may result from or be involved in or effected by or pursuant to the passing of such resolutions or which may be necessary to give full validity and effect to such resolutions to the intent that such resolutions, if duly passed, shall be valid and effective for all purposes and binding upon all holders of the A Ordinary Shares.

Signed


Secretary/Director

Dated 8 *November* 2013

ATTACHMENT

Number of Company: 7258554

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

proposed as

WRITTEN RESOLUTIONS

of

ALLIED GLASS GROUP LIMITED

(the "Company")

CIRCULATION DATE:

2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution as a special resolution.

SPECIAL RESOLUTIONS

SHARE RECLASSIFICATION

1. **THAT**, the reclassification of the following shares pursuant to Article 5.2.4 of the Articles of Association of the Company be approved:
 - 1.1 the reclassification of 2,312,960 of the A Ordinary Shares of 1p each in the share capital of the Company held by Barclays Industrial Investments Limited (having the rights set out in the articles of association of the Company) as 2,312,960 Deferred Shares of 1p each in the share capital of the Company;
 - 1.2 the reclassification of 315,403 of the A Ordinary Shares of 1p each in the share capital of the Company held by Clink Street Nominees Limited (having the rights set out in the articles of association of the Company) as 315,403 Deferred Shares of 1p each in the share capital of the Company,
 - 1.3 the reclassification of 2,160,919 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'A' LP (having the rights set out in the articles of association of the Company) as 2,160,919 Deferred Shares of 1p each in the share capital of the Company;
 - 1.4 the reclassification of 2,232,087 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'B' LP (having the rights set out in the articles of association of the Company) as 2,232,087 Deferred Shares of 1p each in the share capital of the Company;
 - 1.5 the reclassification of 80,873 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'D' LP

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12/11/2013
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#341

(having the rights set out in the articles of association of the Company) as 80,873 Deferred Shares of 1p each in the share capital of the Company;

- 1.6 the reclassification of 314,595 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'E' LP (having the rights set out in the articles of association of the Company) as 314,595 Deferred Shares of 1p each in the share capital of the Company,
- 1.7 the reclassification of 2,268,076 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'F' LP (having the rights set out in the articles of association of the Company) as 2,268,076 Deferred Shares of 1p each in the share capital of the Company;
- 1.8 the reclassification of 202,182 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Partners Europe Fund III 'G' LP (having the rights set out in the articles of association of the Company) as 202,182 Deferred Shares of 1p each in the share capital of the Company,
- 1.9 the reclassification of 36,563 of the A Ordinary Shares of 1p each in the share capital of the Company held by Equistone Founder Partner III LP (having the rights set out in the articles of association of the Company) as 36,563 Deferred Shares of 1p each in the share capital of the Company; and
- 1.10 the reclassification of 16,813 of the A Ordinary Shares of 1p each in the share capital of the Company held by Eurovent III (having the rights set out in the articles of association of the Company) as 16,813 Deferred Shares of 1p each in the share capital of the Company.

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of Member	Signature	Date of Signature
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Andrew Spencer	.	
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Brian McMillan	.	
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Alan Henderson		
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Name of Member	Signature	Date of Signature
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Richard Summers		
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Philip Morris	.	
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James McLean	.	
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John Naughton	.	
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James Wilde	.	
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James Hart	.	
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Barclays Industrial Investments Limited	.	.
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Authorised signatory

Clink Street Nominees Limited	.	
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Authorised signatory

Name of Member	Signature	Date of Signature
Equistone Partners Europe Fund III 'A' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	
Equistone Partners Europe Fund III 'B' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	
Equistone Partners Europe Fund III 'D' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	
Equistone Partners Europe Fund III 'E' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	
Equistone Partners Europe Fund III 'F' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	
Equistone Partners Europe Fund III 'G' L.P. (acting by its Manager, Equistone Partners Europe Limited)	.	.
	Authorised signatory	

Name of Member

Signature

Date of Signature

Equistone Founder Partner III L P.
(acting by its Manager, Equistone
Partners Europe Limited)

.
Authorised signatory

Eurovent III

.
Authorised signatory

Copy Auditors

NOTES

1. Shareholders who wish to agree to the resolution should signify their agreement by signing and returning this document to Eversheds LLP, Bridgewater Place, Water Lane, Leeds, LS11 5DR marked for the attention of David Milne. If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
2. If sufficient agreement is not within 28 days of the date of circulation of this written resolution then this resolution will lapse and members will not be able to indicate their agreement to the resolution after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. If you are signing this document on behalf of a Shareholder under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.