

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ALLIED GLASS GROUP LIMITED
(company number 07258554)

TUESDAY



A21 *A2LHZILE* 19/11/2013 #93
COMPANIES HOUSE

(Company)

On 7 November 2013 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (**Act**) by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company

SPECIAL RESOLUTION

- 1 That the terms of and the execution, delivery and performance by the Company of
 - (a) a senior term and revolving facilities agreement to be made between (1) Project Aqua Topco Limited (as the Parent), (2) Project Aqua Bidco Limited (**Bidco**), (3) the companies, listed in part 1 of Schedule 1 thereto as the Original Borrowers, (4) the companies listed in part 1 of Schedule 1 thereto as the Original Guarantors (together with the Original Borrowers, the **Original Obligors**), (5) Lloyds Bank plc (**Lloyds**), HSBC Bank plc (**HSBC**), Investec Bank plc (**Investec**) and GE Corporate Finance Bank SAS (**GE**) as Arrangers, (6) Lloyds, HSBC, Investec and GE as the Original Lenders, (7) Lloyds as Agent and (8) Lloyds as the Security Agent (as each such term is defined therein) (**Facilities Agreement**),
 - (b) a debenture to be entered into in favour of Lloyds, in its capacity as Security Agent, over all of the Company's property, assets and undertaking, present and future,
 - (c) an intercreditor agreement to be made between (1) Lloyds as Senior Agent, (2) the entities listed therein as Senior Lenders, (3) Lloyds, HSBC, Investec and GE as Senior Arrangers, (4) the entities listed therein as Hedge Counterparties, (5) the persons listed therein as Original Institutional Investors, (6) CBPE Capital VIII GP Limited (company number SC351654) as Institutional Investor Security Agent, (7) the persons listed therein as Original Manager Investors, (8) Alan Henderson as the Manager Investor Security Agent, (9) the Parent, (10) Bidco, (11) the Original Obligors (including the Company) as Intra-Group Lenders and Original Debtors and (12) Lloyds as Security Agent (all as defined therein) (**Intercreditor Agreement**) containing terms and conditions regulating certain rights between the parties thereto, and
 - (d) an ancillary facility letter from Bank of Scotland plc to Bidco offering working capital facilities (comprising an overdraft, guarantees and foreign exchange contracts) to be made available to Bidco and certain other companies (including the Company) as borrowers,

is for the benefit of and in the best interests of the Company and is hereby approved

Signed


Director/Secretary