

COMPANY NUMBER: 33221

CIRCULATION DATE: 9 FEBRUARY 2009 (THE "CIRCULATION DATE")

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
PILKINGTON'S TILES LIMITED

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are proposed as special resolutions of the Company:

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents which the Company is proposing to enter into and grant be and are hereby approved and (notwithstanding any personal interest of any of the directors of the Company), the directors of the Company be and are hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party:
 - 1.1 a facility agreement (the "**Loan Agreement**") made between Pilkington's Group plc (the "**Parent**"), the parent company of the Company, and Kevin Whiteley (the "**Lender**") for the provision of a loan facility in the maximum principal amount of £1,000,000 to the Parent by the Lender;
 - 1.2 a corporate guarantee to be executed by the Company and Quiligotti Access Flooring Limited (company number 2698541) ("**QAFL**") (the Company and QAFL together the "**Subsidiaries**") in favour of the Lender pursuant to which each Subsidiary guarantees to the Lender all of the obligations from time to time of the Parent to the Lender including (without limitation) under the Loan Agreement and any other finance and/or security document entered into pursuant to, or in connection with, the Loan Agreement; and
 - 1.3 an intercreditor agreement to be executed by (1) GMAC Commercial Finance plc ("**GMAC**"), (2) the Lender, (3) the Parent, (4) the Company and (5) QAFL pursuant to which the ranking of security granted by the Company in favour of GMAC and the Lender is regulated; and
 - 1.4 such other documentation and to take such action as may be required in order to carry out the matters referred to above,together the "**Documents**".
- 2 **THAT** the Company entering into and/or granting the Documents to which it is a party be and is hereby approved and **FURTHER THAT** the Documents be and are hereby approved and authorised by the members of the Company.

The undersigned being the persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to each of those resolutions.





For and on behalf of
PILKINGTON'S GROUP PLC

KEVIN WHITELEY

Print Name

9/2/09.

Date

NOTES:

1. You may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them. If you agree to all of the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Rob Fawke of Pannone LLP, 123 Deansgate, Manchester M3 2BU;
 - **Post:** returning the signed copy by post to Rob Fawke of Pannone LLP, 123 Deansgate, Manchester M3 2BU;
 - **Fax:** faxing the signed copy to 0161 909 4400 marked "For the attention of Rob Fawke" of Pannone LLP, 123 Deansgate, Manchester M3 2BU.
2. If you do not agree to all the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them within 28 days of the Circulation Date. If you agree to the resolutions please ensure that your agreement reaches us before that date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.