

Company Number 03979023

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ALCESTER PLASTICS COMPANY LIMITED (the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

CIRCULATION DATE: 3 December 2014


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution")

To be passed, the Special Resolution must be passed by member(s) representing not less than 75% of the total voting rights of eligible members

SPECIAL RESOLUTION

THAT, for the purpose of creating distributable reserves, the existing share capital of the Company be reduced by

- (a) cancelling 265,326,237 Ordinary Shares of £1 each, and
- (b) cancelling the amount of £67,776,797 standing to the credit of the Company's share premium account


Garry Barnes
for and on behalf of
Melrose PLC

Date 3 December 2014

THURSDAY



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18/12/2014

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COMPANIES HOUSE

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form
- 2 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
- 3 Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse
- 4 A copy of this resolution has been sent to the auditors