

THE COMPANIES ACT, 2006
SPECIAL RESOLUTIONS OF
GRAFTON MERCHANTING GB LIMITED
(the "Company")

The Company hereby gives notice that the sole shareholder of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, by written resolution, duly passed the following resolutions as Special Resolutions on the 19th day of December 2013 -

- 1 "THAT the Articles of Association of the Company be and are hereby amended by the deletion in its entirety of the existing Clause 5 of the Memorandum of Association forming part of the Articles of Association of the Company "
- 2 "THAT the Articles of Association of the Company be and are hereby amended by the deletion of the existing Article 3 in its entirety and the substitution therefor of the following new Article 3 -
 - 3 The authorised share capital of the Company is £16,935,000, divided into 12,000,000 Ordinary Shares of £1 each, 3,400,000 A Shares of £1 each, 340,000 B Shares of £1 each, 660,000 C Shares of £1 each, 380,000 D Shares of £1 each, 75,000 E Shares of £1 each and 80,000 F Shares of £1 each "
- 3 "THAT the Articles of Association of the Company be and are hereby amended by the deletion of the existing Article 4(d) in its entirety and the substitution therefor of the following new Article 4(d) -
 - 4(d) The directors are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act, 2006, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at any time or times during the period of five years from the date of adoption of this Article and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period Without prejudice to the generality of the foregoing, the directors may allot any A Shares, B Shares, C Shares, D Shares, E Shares and F Shares in pursuance of the agreement to do so by the Company under the appropriate Instrument The authority hereby given may at any time (subject to the said Section 551) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting "

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4 "THAT the proposed allotment of 1,624,734 Ordinary Shares of STG £1 00 at a premium of STG £60 5485366 each in the capital of the Company for cash to RBN BV be and is hereby released from the provisions of Article 4(b) and is approved "

Charles Rinn
SIGNED _____
FOR AND ON BEHALF OF
Craion Group S.p.A.
S.p.A. Limited

Signature

Name

CHARLES RINN
BLOCK CAPITALS PLEASE

Date 20th DECEMBER 2013.

~~Director~~/Secretary

Presenters Name KPMG Corporate Legal Advisory Services

Address 1 Stokes Place, St Stephens Green, Dublin 2

Telephone No 00 353 1 410 1999

Reference MPOT/SN/COD/5509511