

Company Number: 05098632

PRIVATE COMPANY LIMITED BY SHARES

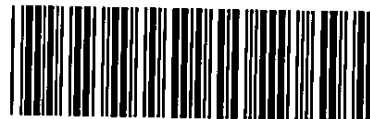
WRITTEN RESOLUTION

of

RECTANGLE BLUE PLC

(the "Company")

WEDNESDAY



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A37

30/05/2012

#35

COMPANIES HOUSE

Circulation Date: 11 May 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") it is proposed that the Resolution below is passed as a Special Resolution (the "Resolution")

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by deleting the existing Article 4 2 and substituting the following -

"4 2 If a shareholder (the "Transferring Shareholder") wishes to transfer his shares to a potential transferee (the "Proposed Transferee") and such Proposed Transferee would as a consequence of such transfer either acquire or hold more than 50% of the issued share capital of the Company, the Transferring Shareholder shall also have the option to require all of the other holders of shares in the Company to transfer all of their shares in the Company to the Proposed Transferee (or as the Proposed Transferee directs), by giving 7 days written notice (the "Drag Along Notice") to that effect to all such other holders (the "Called Shareholders") specifying that the Called Shareholders are, or will, in accordance with this Article be required to transfer their shares (the "Called Shares") pursuant to this article with full title guarantee free from all liens, charges and encumbrances and for at least the consideration per share equal to the consideration per share to be paid to the Transferring Shareholder, either for like consideration or its cash equivalent at the election of the Proposed Transferee. The provisions of Article 3 of these Articles shall not apply to any transfer by any Transferring Shareholder pursuant to this Article 12"

And by deleting the existing article 4 4 and substituting the following -

"4 4 If any holder of shares does not on completion of the sale of Called Shares execute transfer(s) in respect of all the Called Shares held by him or does not sign any resolution or other document required by the Companies Act 2006 or the constitution of the Company to be signed in order to give effect to or facilitate the transfer of shares (including the Called Shares) to the Proposed Transferee ("Transaction Documents"), the defaulting holder shall be deemed to have irrevocably appointed any person nominated for the purpose by the Transferring Shareholder to be his agent and attorney to execute all necessary transfer(s) and Transaction Documents on his behalf and against receipt by the Company (on trust for such holder) of the

purchase monies and any other consideration payable for the Called Shares deliver such transfer(s) to the Proposed Transferee (or as he may direct) (the receipt of the Company of such consideration being a good receipt for the consideration for the relevant shares, but the Proposed Transferee not being discharged from procuring that the Company applies the money in payment to the defaulting holder against delivery by the defaulting holder of the certificate in respect of the shares or an indemnity in respect of the same) and the directors shall forthwith (subject to the transfer being duly stamped) register the Proposed Transferee (or as he or it may direct) as the holder thereof and, after the Proposed Transferee (or his or it nominee) has been registered as the holder, the validity of such proceedings shall not be questioned by any such person. It shall be no impediment to registration of shares under this sub-article that no share certificate has been produced "

AGREEMENT

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

The undersigned, persons entitled to vote on the above resolution on ⁸ May 2012, hereby irrevocably agree to the Resolution


Peter Henry Bell

8 May 2012
Date


Andrew James Hartley

8 May 2012
Date


Nicholas Howard Barnes Ingham

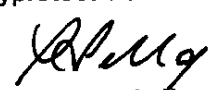
8 May 2012
Date


Paul Sellars

8 May 2012
Date

Polyprotect Deutsche Folien GMBH

Date


Omnium Investments International SA
Acting by its attorney, Paul Sellars

8 May 2012
Date

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 Secretary, Commercial House, Commercial Street, Sheffield South Yorkshire, S1 2AT
- 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 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by 5 June 2012 sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder whose 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 the person under a Power of Attorney or other authority please send a copy of the relevant power of attorney when returning this document