

Company Number: 09963666

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
Notice of Resolutions passed on 23 May 2017
of
Forterra plc (the “Company”)

At the Annual General Meeting of the Company duly convened and held at 12.00pm on 23 May 2017 at the Hilton Hotel, 100 Watering Lane, Collingtree, Northampton NN4 0XW the following Resolutions were duly passed.

Special Resolutions

16. THAT, subject to the passing of resolution 15, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the ‘Act’) to:

(a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by resolution 15; and

(b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under paragraph (b) of resolution 15, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by such holders on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise pursuant to the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(ii) in the case of the authorisation granted under paragraph (a) of resolution 15 (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £100,221, these authorisations to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may at any time before the expiry of such power make any offer or enter into any agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

17. THAT, subject to the passing of resolutions 15 and 16, and in addition to the power granted by resolution 16 the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the ‘Act’) to:

(a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of resolution 15; and

(b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

(i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £100,221; and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine, these authorisations to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may at any time before the expiry of such power make any offer or enter into any agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

18. THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act (the ‘Act’) to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of £0.01 each on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

(a) the maximum number of ordinary shares which may be purchased is 20,044,206, representing approximately 10 per cent of the issued ordinary share capital of the Company as at 6 April 2017;

(b) the minimum price that may be paid for each ordinary share is the nominal value of such share which amount shall be exclusive of expenses (if any);

(c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003);

(d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018; and

(e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

19. THAT a general meeting of the Company other than an Annual General Meeting of the Company may be called on not less than 14 clear days' notice.