

## Disclosure of beginning to have substantial holding

*Section 276, Financial Markets Conduct Act 2013*

**To** NZX Limited  
and  
**To** Metro Performance Glass Limited

Date this disclosure made: 28 November 2018

Date on which substantial holding began: 27 November 2018

### **Substantial product holder(s) giving disclosure**

Full name(s): Bain Capital Credit, LP, Bain Capital Investments (Europe) Limited and Bain Capital Special Situations Asia, L.P.

### **Summary of substantial holding**

Class of quoted voting products: Ordinary shares in Metro Performance Glass Limited (NZX: MPG)

Summary for Bain Capital Credit, LP

For this disclosure,—

- (a) total number held in class: 17,475,000
- (b) total in class: 185,378,086
- (c) total percentage held in class: 9.427%

Summary for Bain Capital Investments (Europe) Limited

For this disclosure,—

- (a) total number held in class: 17,475,000
- (b) total in class: 185,378,086
- (c) total percentage held in class: 9.427%

Summary for Bain Capital Special Situations Asia, L.P.

For this disclosure,—

- (a) total number held in class: 9,961,361
- (b) total in class: 185,378,086
- (c) total percentage held in class: 5.374%

**Details of relevant interests**

Details for Bain Capital Credit, LP

Nature of relevant interest(s): Bain Capital Credit, LP (*BCC*) is the investment advisor to Bain Capital Distressed and Special Situations 2016 (A), L.P., Bain Capital Distressed and Special Situations 2016 (B Master), L.P., Bain Capital Distressed and Special Situations 2016 (F), L.P. and Bain Capital Special Situations Asia, L.P. As investment advisor, BCC has the power to exercise votes attached to the Shares (as defined below), and the power to dispose of the Shares, on behalf of each of these entities.

An affiliate of BCC, Bain Capital Investments (Europe) Limited (*BCIE*) manages Bain Capital Distressed and Special Situations 2016 (EU Master), L.P. BCC is deemed to have the same relevant interest in the Shares as BCIE as a result of being a related company of BCIE.

A relevant agreement document is not required to be attached to this notice.

For that relevant interest,—

- (a) number held in class: 17,475,000
- (b) percentage held in class: 9.427%
- (c) current registered holder(s): Unknown
- (d) registered holder(s) once transfers are registered: Unknown, but likely to be a professional custodian selected by BCC/BCIE

Details for Bain Capital Investments (Europe) Limited

Nature of relevant interest(s): BCIE manages Bain Capital Distressed and Special Situations 2016 (EU Master), L.P. As manager, BCIE has the power to exercise votes attached to the Shares, and the power to dispose of the Shares, on behalf of this entity.

As noted above, BCIE is an affiliate of BCC. BCIE is deemed to have the same relevant interest in the Shares as BCC as a result of being a related company of BCC.

A relevant agreement document is not required to be attached to this notice.

For that relevant interest,—

- (a) number held in class: 17,475,000
- (b) percentage held in class: 9.427%
- (c) current registered holder(s): Unknown
- (d) registered holder(s) once transfers are registered: Unknown, but likely to be a professional custodian selected by BCC/BCIE

Details for Bain Capital Special Situations Asia, L.P.

Nature of relevant interest(s): Beneficial owner of Shares. A relevant agreement document is not required to be attached to this notice.

For that relevant interest,—

- (a) number held in class: 9,961,361
- (b) percentage held in class: 5.374%
- (c) current registered holder(s): Unknown
- (d) registered holder(s) once transfers are registered: Unknown, but likely to be a professional custodian selected by BCC/BCIE

**Details of transactions and events giving rise to substantial holding**

Details of the transactions or other events requiring disclosure: On 27 November 2018, the entities in the table below acquired, in aggregate, 17,475,000 ordinary shares in Metro Performance Glass Limited (*Shares*) for a total aggregate consideration of NZ\$6,990,000.00 (or \$0.40 per Share) through on-market purchases.

Entity	Number of Shares acquired on-market
Bain Capital Distressed and Special Situations 2016 (A), L.P	1,780,231
Bain Capital Distressed and Special Situations 2016 (B Master), L.P.	3,584,420
Bain Capital Distressed and Special Situations 2016 (F), L.P.	1,508,197
Bain Capital Special Situations Asia, L.P.	9,961,361
Bain Capital Distressed and Special Situations 2016 (EU Master), L.P.	640,791

As noted above, BCC acts as investment advisor to Bain Capital Distressed and Special Situations 2016 (A), L.P., Bain Capital Distressed and Special Situations 2016 (B Master), L.P., Bain Capital Distressed and Special Situations 2016 (F), L.P. and Bain Capital Special Situations Asia, L.P. As investment advisor, BCC has the power to exercise votes attached to the Shares, and the power to dispose of the Shares, on behalf of each of these entities.

Similarly, BCIE manages Bain Capital Distressed and Special Situations 2016 (EU Master), L.P. As manager, BCIE has the power to exercise votes attached to the Shares, and the power to dispose of the Shares, on behalf of this entity.

BCC and BCIE are related bodies corporate and are therefore deemed to have the same relevant interest in the Shares.

**Additional information**

Address(es) of substantial product holder(s): 200 Clarendon Street, Boston, MA 02116, United States

Contact details:

Name: Adrian Rojas Garzón

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Phone: +1 617 516 2763

Nature of connection between substantial product holders: BCC and BCIE are related bodies corporate. BCC acts as investment advisor to Bain Capital Special Situations Asia, L.P.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: None

**Certification**

I, Adriana Rojas Garzón, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.