

Axalta Coating Systems Ltd.
Form SC 13G
February 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

AXALTA COATING SYSTEMS LTD.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G0750C108

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G0750C108

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1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 170,311,996

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 170,311,996

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 170,311,996
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Carlyle Holdings II L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Québec

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 170,311,996
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

OO (Québec société en commandit)

CUSIP No. G0750C108

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1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 170,311,996
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

PN

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1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 170,311,996
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

170,311,996

9 Aggregate amount beneficially owned by each reporting person

170,311,996

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

74.1%

12 Type of reporting person

PN

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1 Names of reporting persons

CP V General Partner, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 130,666,325
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

130,666,325

9 Aggregate amount beneficially owned by each reporting person

130,666,325

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

56.9%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

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1 Names of reporting persons

TC Group V Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 130,666,325
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

130,666,325

9 Aggregate amount beneficially owned by each reporting person

130,666,325

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

56.9%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners V SA1 Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 36,241,700

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

36,241,700

9 Aggregate amount beneficially owned by each reporting person

36,241,700

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

15.8%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners V SA2 Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 32,674,647

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

32,674,647

9 Aggregate amount beneficially owned by each reporting person

32,674,647

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

14.2%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners V SA3 Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 33,533,083

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

33,533,083

9 Aggregate amount beneficially owned by each reporting person

33,533,083

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

14.6%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners V-A Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 2,100,891
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

2,100,891

9 Aggregate amount beneficially owned by each reporting person

2,100,891

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.9%

12 Type of reporting person

PN

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1 Names of reporting persons

CP V Coinvestment A Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 3,980,455
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

3,980,455

9 Aggregate amount beneficially owned by each reporting person

3,980,455

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

1.7%

12 Type of reporting person

PN

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1 Names of reporting persons

CP V Coinvestment B Cayman, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0

6 Shared voting power

beneficially

owned by 477,868

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

477,868

9 Aggregate amount beneficially owned by each reporting person

477,868

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.2%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Coatings Partners, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 21,657,681
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

21,657,681

9 Aggregate amount beneficially owned by each reporting person

21,657,681

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

9.4%

12 Type of reporting person

PN

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1 Names of reporting persons

CEP III Managing GP Holdings, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 39,645,671
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

39,645,671

9 Aggregate amount beneficially owned by each reporting person

39,645,671

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

17.3%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

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1 Names of reporting persons

CEP III Managing GP, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Canada

5 Sole voting power

Number of

shares

0

6 Shared voting power

beneficially

owned by

39,645,671

each

7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

39,645,671

9 Aggregate amount beneficially owned by each reporting person

39,645,671

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

17.3%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Europe Partners III, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

United Kingdom

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 39,645,671
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

39,645,671

9 Aggregate amount beneficially owned by each reporting person

39,645,671

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

17.3%

12 Type of reporting person

PN

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1 Names of reporting persons

CEP III Participations S.à r.l. SICAR

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Luxembourg

5 Sole voting power

Number of

shares 0
6 Shared voting power

beneficially

owned by 39,645,671
each 7 Sole dispositive power

reporting

person 0
8 Shared dispositive power
with

39,645,671

9 Aggregate amount beneficially owned by each reporting person

39,645,671

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

17.3%

12 Type of reporting person

OO (Luxembourg Limited Liability Company)

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ITEM 1. (a) Name of Issuer:

Axalta Coating Systems Ltd. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

Two Commerce Square,

2001 Market Street,

Suite 3600,

Philadelphia, Pennsylvania 19103

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

CP V General Partner, L.L.C.

TC Group V Cayman, L.P.

Carlyle Partners V SA1 Cayman, L.P. (CPV SA1)

Carlyle Partners V SA2 Cayman, L.P. (CPV SA2)

Carlyle Partners V SA3 Cayman, L.P. (CPV SA3)

Carlyle Partners V-A Cayman, L.P. (CPV-A)

CP V Coinvestment A Cayman, L.P. (CPV Coinvest A)

CP V Coinvestment B Cayman, L.P. (CPV Coinvest B)

Carlyle Coatings Partners, L.P. (CCP , and together with CPV SA1, CPV SA2, CPV SA3, CPV-A, CPV Coinvest A and CPV Coinvest B, the Carlyle Cayman Shareholders)

CEP III Managing GP Holdings, Ltd.

CEP III Managing GP, L.P.

Carlyle Europe Partners III, L.P.

CEP III Participations S.à r.l. SICAR (CEP III)

(b) Address or Principal Business Office:

The address for each of TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group V Cayman, L.P. and the Carlyle Cayman Shareholders is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman, E9 KY1-9005, Cayman Islands. The address for CEP III is c/o The Carlyle Group, 2, avenue Charles de Gaulle, L-1653 Luxembourg, Luxembourg. The address of each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

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(c) Citizenship of each Reporting Person is:

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. CEP III Managing GP, L.P. is organized under the laws of Canada. Carlyle Europe Partners III, L.P. is organized under the laws of the United Kingdom. CEP III Participations S.à r.l. SICAR is organized under the laws of Luxembourg. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

(d) Title of Class of Securities:

Common shares, \$1.00 par value per share (Common Shares).

(e) CUSIP Number:

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ITEM 3.

Not applicable.

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ITEM 4. Ownership**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of December 31, 2014, based upon 229,779,626 Common Shares outstanding as of October 31, 2014.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	170,311,996	74.1%	0	170,311,996	0	170,311,996
The Carlyle Group L.P.	170,311,996	74.1%	0	170,311,996	0	170,311,996
Carlyle Holdings II GP L.L.C.	170,311,996	74.1%	0	170,311,996	0	170,311,996
Carlyle Holdings II L.P.	170,311,996	74.1%	0	170,311,996	0	170,311,996
TC Group Cayman Investment Holdings, L.P.	170,311,996	74.1%	0	170,311,996	0	170,311,996
TC Group Cayman Investment Holdings Sub L.P.	170,311,996	74.1%	0	170,311,996	0	170,311,996
CP V General Partner, L.L.C.	130,666,325	56.9%	0	130,666,325	0	130,666,325
TC Group V Cayman, L.P.	130,666,325	56.9%	0	130,666,325	0	130,666,325
Carlyle Partners V SA1 Cayman, L.P.	36,241,700	15.8%	0	36,241,700	0	36,241,700
Carlyle Partners V SA2 Cayman, L.P.	32,674,647	14.2%	0	32,674,647	0	32,674,647
Carlyle Partners V SA3 Cayman, L.P.	33,533,083	14.6%	0	33,533,083	0	33,533,083
Carlyle Partners V-A Cayman, L.P.	2,100,891	0.9%	0	2,100,891	0	2,100,891
CP V Coinvestment A Cayman, L.P.	3,980,455	1.7%	0	3,980,455	0	3,980,455
CP V Coinvestment B Cayman, L.P.	477,868	0.2%	0	477,868	0	477,868
Carlyle Coatings Partners, L.P.	21,657,681	9.4%	0	21,657,681	0	21,657,681
CEP III Managing GP Holdings, Ltd.	39,645,671	17.3%	0	39,645,671	0	39,645,671
CEP III Managing GP, L.P.	39,645,671	17.3%	0	39,645,671	0	39,645,671
Carlyle Europe Partners III, L.P.	39,645,671	17.3%	0	39,645,671	0	39,645,671
CEP III Participations S.à r.l. SICAR	39,645,671	17.3%	0	39,645,671	0	39,645,671

CPV SA1, CPV SA2 and CPV SA3 are the record holders of 36,241,700, 32,674,647 and 33,533,083 Common Shares, respectively. CPV-A, CPV Coinvest A, CPV Coinvest B and CCP are the record holders of 2,100,891, 3,980,455, 477,868 and 21,657,681 Common Shares, respectively. CEP III is the record holder of 39,645,671 Common Shares.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of CP V General Partner, L.L.C. and the sole shareholder of CEP III Managing GP Holdings, Ltd. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is

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the general partner of each of the Carlyle Cayman Shareholders. CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on
By the Parent Holding Company**

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II GP L.L.C.

By: The Carlyle Group L.P., its managing
member

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II L.P.

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

**TC GROUP CAYMAN INVESTMENT
HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**TC GROUP CAYMAN INVESTMENT
HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings,
L.P., its general partner

By: Carlyle Holdings II L.P., its general
partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

CP V GENERAL PARTNER, L.L.C.

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Signatory

TC GROUP V CAYMAN, L.P.

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Signatory

**CARLYLE PARTNERS V SA1 CAYMAN,
L.P.**

By: TC Group V Cayman, L.P., its general
partner

By: CP V General Partner, L.L.C., its general
partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Signatory

**CARLYLE PARTNERS V SA2 CAYMAN,
L.P.**

By: TC Group V Cayman, L.P., its general
partner

By: CP V General Partner, L.L.C., its general
partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Signatory

**CARLYLE PARTNERS V SA3 CAYMAN,
L.P.**

By: TC Group V Cayman, L.P., its general
partner

By: CP V General Partner, L.L.C., its general
partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Signatory

CARLYLE PARTNERS V-A CAYMAN, L.P.

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CP V COINVESTMENT-A CAYMAN, L.P.

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CP V COINVESTMENT-B CAYMAN, L.P.

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CARLYLE COATING PARTNERS, L.P.

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CEP III MANAGING GP HOLDINGS, LTD.

By: TCG Holdings Cayman II, L.P., its general partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its
general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

CEP III MANAGING GP, L.P.

By: CEP III Managing GP Holdings, Ltd., its
general partner

By: TCG Holdings Cayman II, L.P., its general
partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its
general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

CARLYLE EUROPE PARTNERS III, L.P.

By: CEP III Managing GP, L.P., its general
partner

By: CEP III Managing GP Holdings, Ltd., its
general partner

By: TCG Holdings Cayman II, L.P., its general
partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its
general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**CEP III PARTICIPATIONS S.À R.L.
SICAR**

Represented by Erica K. Herberg, as Manager
and authorized representative of CEP III
Managing GP Holdings, Ltd., Manager

By: /s/ Erica K. Herberg

Name: Erica K. Herberg

CUSIP No. G0750C108

SCHEDULE 13G

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LIST OF EXHIBITS

Exhibit No.	Description
24	Power of Attorney.
99	Joint Filing Agreement.