

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ALMANDINE (U.K.) LIMITED

(company number 02558517)

(the "Company")

MONDAY



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20/04/2020

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COMPANIES HOUSE

Date of circulation: *16th April 2020*

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1 and 2 are passed as ordinary resolutions and resolutions 3 and 4 are passed as special resolutions (together, the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT**, subject to the passing of Resolution 3 below, the 1,000 Ordinary Shares of £1.00 each in the capital of the Company, being the entire issued share capital of the Company ("**Ordinary Shares**"), be re-designated into 'B' Ordinary Shares of £1.00 each in the capital of the Company.
2. **THAT**, subject to the passing of Resolution 4 below, the directors are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £3,200, comprising of 8 B Ordinary Shares of £1.00 each in the capital of the Company, and 3,192 A Ordinary Shares of £1.00 each in the capital of the Company, provided that:
 - (a) unless previously revoked, varied or renewed by the Company this authority will expire six months from the date of this resolution, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or covert securities into shares pursuant to such offers or agreements as if this authority had not expired; and

- (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

3. **THAT**, the draft articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
4. **THAT**, in accordance with section 569 of the Companies Act 2006 the directors of are given power to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

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

The undersigned, being the sole shareholder of the Company and entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions:

Signed by:

for and on behalf of
Almandine Corporation SA

JH. V. M.
.....

Date:

16th April 2020
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NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand:** delivering the signed copy to the Company at 1 Princeton Mews, London Road, Kingston upon Thames, Surrey, United Kingdom, KT2 6PT.
 - **Post:** returning the signed copy by post to the Company at 1 Princeton Mews, London Road, Kingston upon Thames, Surrey, United Kingdom, KT2 6PT.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to lauren.belmonte@memerycrystal.com. Please type "Written resolutions of Almandine 2020" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 14 days of circulation of these Resolutions sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.