

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Sicame UK Limited (the "Company")

Company number **03319466**

Circulation date: 9 December 2022

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as ordinary resolutions and the resolution set out in clause 1.5 be passed as a special resolution of the Company.

Terms and expressions defined in the board resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in these minutes unless otherwise defined.

Ordinary resolutions

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

1. THAT the execution, delivery and performance of the documents that the Company is proposing to enter into in connection with the financing arrangements to be entered into pursuant to the documents listed in the Annex to this written resolution (the "**Documents**"), the terms of the Documents and the transactions contemplated by the Documents are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
2. THAT the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
3. THAT these resolutions should have effect notwithstanding any provision of the Company's articles of association.
4. THAT notwithstanding any personal interest:
 1. any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to execute and deliver the Documents on behalf of the Company, with such amendments thereto as such officer(s) shall in his absolute discretion think fit; and
 2. any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.

Special resolution

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:


5. THAT the articles of association of the Company ("**Articles**") be amended by inserting new Articles 31.3 and 44.6 as follows:

"31.3 *The company's lien created pursuant to Article 31.1 above shall not apply to any shares which are subject to security in favour of any Secured Institution (as defined below)."*

"44.6 *Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:*

- 1. is to any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or other entity or person to which a security interest (including by way of mortgage or charge) has been granted over such shares, or to any affiliate of such person, agent or trustee acting for any such person or such affiliate, successor, permitted assign or transferees of such person, or an nominee of any of the foregoing (a "**Secured Institution**"); or*
- 2. is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- 3. is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

and further, notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor (including a Secured Institution), of any shares in the capital of the company to a Secured Institution shall be required to provide any prior written notice of the transfer to the company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholder of the company at the time of the proposed transfer, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not."

DocuSigned by:

SIGNED [F9F5568648C14DB:].....

For and on behalf of Sicame SAS

Date: 9 December 2022

Notes to members:

1. If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 1. by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Thibaud Frouin;
 2. by faxing it to Goodwin Procter (UK) LLP marked for the attention of Thibaud Frouin; or
 3. by sending it as an attachment to an email to tfrouin@goodwinlaw.com.
2. A member's agreement to a written resolution, once signified, may not be revoked.
3. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
5. 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.
6. 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.

Annex

Documents

- an accession letter to the Senior Facilities Agreement and the Intercreditor Agreement to be entered into by, amongst others, SGH, as company, the Company, as Additional Guarantor and Crédit Agricole Corporate & Investment Bank, as Security Agent;
- a debenture to be entered into by the Company, as Original Chargor, Sicame SAS, as French Chargor and Crédit Agricole Corporate & Investment Bank, as Security Agent;
- the directors' written resolutions;
- a director's certificate addressed to the Agent; and
- any other documents, agreements, deeds, intercompany agreements, certificates, notices, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed above.