

Company Number: 102667614

THE COMPANIES ACT 2006 (the "Act")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF

FOELFACH STONE LIMITED (the "Company")

DATED 21 January 2019 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Act, the directors of the Company propose that the following resolutions are passed as special resolutions (together the "Resolutions").

SPECIAL RESOLUTIONS:

THAT:

1. the articles of association of the Company be amended by inserting a new Article 27 as follows:

- **"Transfer in Securities**

27 - Notwithstanding anything contained in these Articles:

a) Any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to the transfers listed in 27(b) below.

b) The Directors shall not decline to register, nor suspend the registration of, any transfer of shares where such transfer is:

(i) in favour of any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares are being transferred by way of security;

(ii) duly executed by an administrator or receiver appointed by a person, bank or institution pursuant to any security document which creates any security interest over such share; or

(iii) duly executed by any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares have been transferred by way of security pursuant to any security document which create any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver or administrator that the shares are or are to be subject to such a security that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

c) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article 27."



2. the existing articles of association shall be renumbered accordingly.

AGREEMENT:

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

DATE: 21/04/19

.....
SIGMAFIN LIMITED

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 methods:
 - (a) **by hand:** delivering the signed copy to Katja Fischer at Bates Wells & Braithwaite London LLP, 10 Queen Street Place, London EC4R 1BE; or
 - (b) **by post:** returning the signed copy by post to Katja Fischer at Bates Wells & Braithwaite London LLP, 10 Queen Street Place, London EC4R 1BE or
 - (c) **by fax:** faxing the signed copy to fax number 0207 551 7800 marked "For the attention of Katja Fischer"; or
 - (d) **by email:** by attaching a scanned copy of the signed document to an email and sending it to k.fischer@bwblp.com. Please enter "Written resolutions" 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. Unless, within 28 days of Circulation Date sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. 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.

NOTE: The documents referred to in the above resolutions, were made available for inspection by all the members.