

Company Number: 10267614

THE COMPANIES ACT 2006 (the "Act")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF

FOELFACH STONE LIMITED (the "Company")

DATED 8/6/2021 **(the "Circulation Date")**

Pursuant to section 21(1) of the Act, the directors of the Company propose that the resolution below is passed as special resolution.

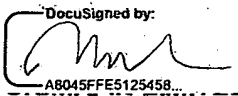
SPECIAL RESOLUTION AMENDING ARTICLES OF ASSOCIATION:

THAT the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution 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.

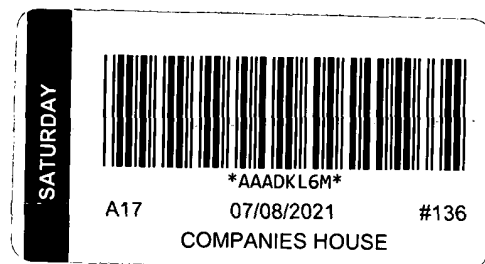
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

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

8/6/2021
DATE:

DocuSigned by:

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Written Resolution – Foelfach Stone Limited



NOTES

1. If you agree to the resolution, 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 Simon Michau at SigmaRoc plc, 7-9 Swallow Street, London W1B 4DE; or
- (i) **by post:** returning the signed copy by post to Simon Michau at SigmaRoc plc, 7-9 Swallow Street, London W1B 4DE; or
- (ii) **by email:** by attaching a scanned copy of the signed document to an email and sending it to sem@sigmaroc.com. Please enter "Written resolutions" in the email subject box.

If you do not agree to the resolution, 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 resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us on or before this date.

3. Once you have indicated your agreement to the resolution, 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.

FOELFACH STONE LIMITED (No. 10267614)

(the "Company")

Minutes of a meeting of the board of directors of the Company held
over the phone..... on 06/08/2021.....

Present:

Charles Trigg Director

Garth Palmer Director

1. CHAIRPERSON

Charles Trigg was appointed Chairperson of the meeting and chaired the meeting throughout.

2. NOTICE AND QUORUM

The Chairperson reported that due notice of the meeting had been given and that a quorum was present.

3. DECLARATION OF INTEREST

Each director present confirmed that they had no direct or indirect interest in any way in the subject matter of the meeting which they were required by sections 177 and 182 of the Companies Act 2006 and the Company's articles of association to disclose.

4. BUSINESS OF THE MEETING

- 4.1 The business of the meeting was to adopt the new articles of association of the Company allowing the Company to grant security over its shares, as required to accede to a senior secured facilities agreement dated 15 July 2021, as amended and restated on 27 July 2021, and made between, amongst others, (1) SigmaRoc plc (as "Original Borrower"), (2) the financial institutions listed in part 2 of schedule 1 therein (as "Original Lenders"), (3) Banco Santander, S.A., London Branch and BNP Paribas (as "Mandated Lead Arrangers", "Underwriters" and "Bookrunners"), (4) Banco Santander, S.A., London Branch (as "Agent") and (4) Santander UK plc (as "Security Agent") (the "Facilities Agreement").

5. DOCUMENTS PRODUCED TO THE MEETING

- 5.1 The new articles of association were produced to the meeting.

6. SOLE MEMBER RESOLUTION

- 6.1 There was produced to the meeting a form of the written resolution of the sole member of the Company approving the adoption of the new articles of association of the Company (the "Written Resolution").

- 6.2 After careful consideration of the Written Resolution, **IT WAS RESOLVED TO:**

6.2.1 approve the Written Resolution in the form produced to the meeting; and

6.2.2 send the Written Resolution to the sole member of the Company.

6.3 The meeting was adjourned so that the Written Resolution could be submitted to the sole member of the Company. The meeting reconvened and the Chairperson reported that the Written Resolution had been passed.

7. RESOLUTIONS

7.1 The meeting considered whether it was in the best interests of the Company to adopt the new articles of association of the Company.

7.2 After careful consideration of the new articles of association of the Company it was agreed that it would be in the best commercial interests of the Company and would promote the success of the Company for the benefit of its members as a whole having regard, among other things, to the matters listed in section 172(1) Companies Act 2006 to adopt the new articles of association of the Company.

7.3 IT WAS RESOLVED TO:

7.3.1 Adopt the new articles of association of the Company.

8. FILING

The Chairperson instructed the directors to make all necessary and appropriate entries in the books and registers of the Company and to make all necessary filings at Companies House in connection with the above business.

9. CLOSE

There being no further business, the Chairperson declared the meeting closed.

DocuSigned by:

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Chairperson