

Company number 04148785

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Calderys NGJ Limited (Company)

9 November 2022 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions number 1 to 4 are passed as special resolutions (together Special Resolutions).

SPECIAL RESOLUTIONS

Definitions

"CA 2006"	Companies Act 2006.
"Company"	Calderys NGJ Limited a company incorporated in England and Wales under registered number 04148785.
"Directors"	the board of directors of the Company.

Resolutions	For	Against
1. Authority to allot THAT, in accordance with section 551 of the CA 2006, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) <u>up to</u> an aggregate nominal amount of £10,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.	X	

<p>This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.</p>		
<p>2. Disapplication of statutory pre-emption rights</p> <p>THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:</p> <p>2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000,000; and</p> <p>expire on 31 December 2022 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired</p>	<p>X</p>	
<p>3. disapplication of contractual pre-emption rights</p> <p>THAT, subject to the passing of resolution 1, the Directors be generally empowered to allot equity securities as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if the contractual pre-emption rights contained at Article 2 of the Company's Articles of Association did not apply to any such allotment.</p>	<p>X</p>	
<p>4. Removal of restriction on authorised share capital</p> <p>THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in 4 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.</p>	<p>X</p>	

AGREEMENT

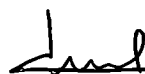
Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to those resolutions as indicated above:

Signed by

Pierre LEBREUIL.

On behalf of Imerys UK Limited



Date

9 November 2022

NOTES

1. If you wish to vote in favour of a resolution, please put an "X" in the "For" box next to that resolution. If you wish to vote against a resolution, please put an "X" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company using one of the following delivery methods:

- **By hand.** Delivering the signed copy to the Company's registered office.
- **Post.** Returning the signed copy by post to the Company's registered office.
- **Email.** Attaching a scanned copy of the signed document to an email and sending it to s.trahair-davies@stephens-scown.co.uk. Please type "Written resolutions" in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3. Unless within 28 days from the Circulation Date sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

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.