

Company number 02720770

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

UCM GROUP LIMITED (**Company**)

CIRCULATION DATE 20 March 2017

WEDNESDAY



A21 *A62RMESZ* 22/03/2017 #55
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions one and two below be passed as Special Resolutions (**Special Resolutions**).

SPECIAL RESOLUTIONS

1. THAT the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary shares of £0.05 in the Company and the amount by which the share capital is so reduced be credited to a reserve.
2. THAT the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

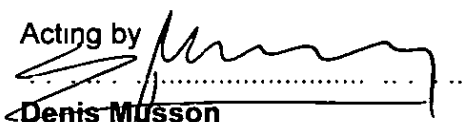
AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

Signed by **Imerys UK Limited**

Acting by


.....
Denis Musson
Director

Date.. ... 20 March 2017..

NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. 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 delivery methods:

By hand: delivering the signed copy to Mr E Quarmby at Imerys - Drinnick Office, St, Georges Road - Nanpean PL26 7XR.

Post: returning the signed copy by post to Mr E Quarmby, Imerys - Drinnick Office, St, Georges Road - Nanpean PL26 7XR

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Ed.Quarmby@imerys.com Please type "Written resolution UCM Group Limited" in the e-mail subject box.

If you do not agree to all of 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, by 11.59pm on the date 28 days following the Circulation Date sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, 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.