

Company number 00244498

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

of

**5N PLUS UK LIMITED (the "Company")**

**7** January 2016 (the "Circulation Date")

**IT IS NOTED THAT:**

- 1 PricewaterhouseCoopers LLP have sent a letter of resignation and accompanying statement of circumstances to the Company, copies of which are attached to this resolution,
- 2 Further to requirements of section 519(3B) of the Companies Act 2006, as amended by the Deregulation Act 2015, the statement of circumstances confirms that there are no circumstances which PricewaterhouseCoopers LLP consider should be brought to the notice of the Company's shareholders or creditors, and
- 3 It is desired to appoint RSM UK Group LLP as the new auditors of the Company

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "**Resolutions**")


**ORDINARY RESOLUTION**

- 1 **THAT** RSM UK Group LLP be appointed as the Company's auditors, at a remuneration to be determined by the directors

**AGREEMENT**

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

The undersigned, being the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

  
Signed by a director, for and on behalf of  
**MCP Metals and Chemicals LIMITED**

Date **7/1/2016**



## NOTES

- 1 If you agree with 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, 5N Plus UK Limited, 1-4 Nielson Road, Finedon Road Industrial Estate, Wellingborough, Northamptonshire, NN8 4PE
  - **Post:** returning the signed copy to 5N Plus UK Limited, 1-4 Nielson Road, Finedon Road Industrial Estate, Wellingborough, Northamptonshire, NN8 4PE
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Jean.Mayer@5nplus.com](mailto:Jean.Mayer@5nplus.com)

You may not return the Resolution to the Company by any other method
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by 17 30 on the 28<sup>th</sup> day 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 the Company before or during this date