

Company number 07890205

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Phoenix UK Transport Limited
(‘the Company’)

CIRCULATION DATE: 15 May 2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as Ordinary Resolutions and a Special Resolution respectively ('Resolutions'):

Ordinary Resolution

1 **THAT** the Company shall reclassify its 4 ordinary shares in issue as 2 Ordinary A shares and 2 Ordinary B shares, such shares shall rank pari passu in all respects, but shall constitute separate classes of shares.

2. **THAT** the directors be given the powers to allot ordinary A shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 and 551 of the Companies Act 2006, up to an aggregate nominal value of £6, provided that this authority shall expire on 31st May 2020. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.

Special Resolution

3. **THAT** in accordance with section 569 of the Companies Act 2006 (the "2006 Act"), the Directors be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where this power is revoked.

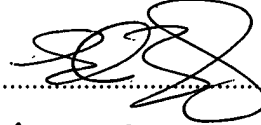
AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the circulation date hereby irrevocably agrees to the Resolutions:

Signed by Sean Bird

SB

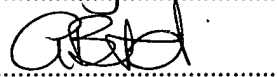


Date

15 May 2020

Signed by Gill Bird

GB



Date

15 May 2020

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:

- **By Hand:** delivering the signed copy to the Company Secretary or to the Company's Registered Office
- **Post:** returning the signed copy by post to the Company's Registered Office

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. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.