

Company number: 10136400

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

FLEET MIDCO LIMITED

Statement by the directors of Fleet Midco Limited (the "Company") in accordance with s.627(6) Companies Act 2006 (the "2006 Act") in connection with the reduction of share capital of the Company

We, being all of the directors of the Company as at the date of this statement, confirm that the amount by which the Company's share capital is reduced following the shareholders resolution, attached, does not exceed 10% of the nominal value of the Company's allotted share capital immediately after the reduction.

DocuSigned by:

Stuart Ashman

5636E244AE3D44C.....

4 July.....2022

Stuart Ashman

Date

DocuSigned by:

Matthew Burkley

5929C08C9BA0489.....

4 July.....2022

Matthew Burkley

Date

THURSDAY



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COMPANIES HOUSE

FLEET MIDCO LIMITED

(Company number 10136400)

(the "**Company**")

Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date: 4 July 2022

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as special resolutions (together the "**Written Resolutions**").

SPECIAL RESOLUTIONS

- 1 **THAT** the ordinary share capital of the Company be redenominated from GBP to USD at a rate of exchange of GBP 1: USD 1.2006 (being the spot rate of exchange of GBP to USD prevailing on 1 July 2022) with effect from 23:59 on 4 July 2022, such that the Company's ordinary share capital shall be USD 5,648,221.4994 comprising 4,704,499 ordinary shares of USD 1.2006 each (the "**Redenomination**").
- 2 **THAT**, subject to the passing of the special resolution set out at item 1 above and the Redenomination becoming effective, the Company's share capital be reduced by cancelling and extinguishing USD 0.0006 of the amount paid up or credited as paid up on each of the ordinary shares of USD 1.2006 in the Company's capital (the "**Ordinary Shares**") and reducing the nominal value of each Ordinary Share to USD 1.20.

1

Agreement to written resolution

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

The undersigned, a person entitled on the date set out above to vote on the Written Resolutions, irrevocably agrees to the Written Resolutions.

Signed by Signature.....

for and on behalf of **FLEET FINCO LIMITED**

Date: 2022

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the Written Resolutions or none of them, but you cannot agree to only some of the Written Resolutions. If you agree to all of the Written Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.

- **By hand:** deliver the signed and dated copy to Gurpreet Ballagun at Macfarlanes LLP, 20 Cursitor St, London EC4A 1LT.
- **By post:** return the signed and dated copy by post to Gurpreet Ballagun at Macfarlanes LLP, 20 Cursitor St, London EC4A 1LT.
- **By email:** send an email to Gurpreet.ballagun@macfarlanes.com stating that you agree to the resolutions dated 4 July 2022 and stating your name.

If you do not agree to all of the Written Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to the Written Resolutions

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Written Resolutions to pass, they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches the Company during that period. Your agreement will be ineffective if received after that date.