

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ABBAY LOGISTICS GROUP LIMITED (the "Company")

Circulation date: 3 August 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as an ordinary resolution (the "Resolution") -

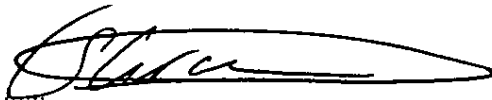
SPECIAL RESOLUTION

- 1 THAT a dividend payment of £428,657 50 be declared and paid to Axle Bidco Limited as the sole shareholder of the Company

AGREEMENT

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

I, the undersigned, the sole shareholder entitled to vote on the Resolution on the circulation date, hereby irrevocably agree to the Resolution -



For and on behalf of
AXLE BIDCO LIMITED

Date

3 August 2016



NOTES

- 1 You can choose to agree to all of the Resolution or none of them but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method -
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to rob.cunningham@pinsentmasons.com. Please enter "Written resolutions" in the e-mail subject box.

If you do not agree to all of 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 You must ensure your agreement to the Resolution reaches us within 28 days of the circulation date otherwise the Resolution will lapse.
- 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.