

Company No 02484251

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ABBEY LOGISTICS GROUP LIMITED (the "Company")

16 May

2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the following resolutions are passed as written resolutions of the Company, having effect, in the case of resolutions 1 and 4, as special resolutions and in the case of resolutions 2 and 3, as an ordinary resolution (together the "Resolutions"):-

SPECIAL RESOLUTION

New articles of association

1. THAT the draft articles of association attached to these Resolutions be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTION

Authority to allot

2. THAT in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £10.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or granted Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

Redesignation

3. THAT the 1,000 G Ordinary Shares of £0.01 each in the capital of the Company be redesignated into 1,000 G1 Ordinary Shares of £0.01 each.

SPECIAL RESOLUTION

Disapplication of pre-emption rights

4. THAT, subject to the passing of Resolutions 1 and 2 in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act)

pursuant to the authority conferred by Resolutions 1 and 2, as if section 561(1) of the Act did not apply to any such allotment.

AGREEMENT

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

The undersigned, being the person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:-

DocuSigned by:

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16 May

Director
For and on behalf of
AXLE BIDCO LIMITED

2022

NOTES

1. If you agree to the Resolutions, 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 3 Hardman Square, Spinningfields, Manchester, United Kingdom, M3 3EB for the attention of Gianluca De Vito;
 - Post: returning the signed copy by post to the address above for the attention of Gianluca De Vito; or
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Gianluca.Devito@pinsentmasons.com.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. 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.
6. 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.