

Company number 02953095

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of

UNITED AUTOMOBILE SERVICES LIMITED (Company)

CIRCULATION DATE 3rd October 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolution be passed as a special resolution (Special Resolution)

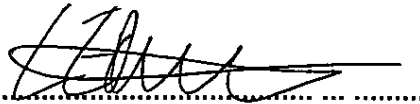
1. REDUCTION IN SHARE CAPITAL

THAT, the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued Ordinary shares of £1 25 each in the Company

AGREEMENT

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

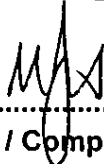
The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution



.....
~~Director / Company Secretary~~

For and on behalf of Arriva (2007) Limited

Date: 3rd October 2016



.....
Director / Company Secretary

For and on behalf of Arriva (2007) Limited

Date: 3rd October 2016.

NOTES

1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, the Special Resolution will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before such 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

UNITED AUTOMOBILE SERVICES LIMITED

Minutes of a meeting of the board of directors of United Automobile Services Limited (**Company**) held at 1 Admiral Way, Doxford International Business Park, Sunderland, Tyne & Wear SR3 3XP on **30 OCTOBER 2016**

PRESENT:	NAME	POSITION
	Lorna Edwards	Director

1. CHAIRPERSON

Lorna Edwards was appointed chairperson of the meeting

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present Accordingly, the chairperson declared the meeting open

3. INTERESTS IN PROPOSED TRANSACTIONS AND/OR ARRANGEMENTS WITH THE COMPANY

- 3 1 The chairperson confirmed that she had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which she was required by section 177 of the CA 2006 and the Company's articles of association to disclose

4. BUSINESS OF THE MEETING

- 4 1 The chairperson reported that the Company proposed to reduce its share capital by cancelling and extinguishing all but one of the issued ordinary shares of £1 25 each in the Company, each of which is fully paid up
- 4 2 The chairperson further noted that it was proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the CA 2006 The chairperson explained that this procedure requires the sole director to sign a statement of solvency and the shareholders to approve the reduction by special resolution

5. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting

- (a) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (**Solvency Statement**)

(b) a draft copy of a written resolution of the Company approving the reduction of capital (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006

6. CONSIDERATION OF DOCUMENTS

6 1 The sole director carefully considered the financial position of the Company and the effect of the reduction of capital on the Company. It was noted that in the Solvency Statement, the sole director would be required to confirm that

- (a) she has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts
- (b) she has also formed the opinion
 - (i) if it is intended to commence the winding up of the Company within 12 months of that date, that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up, or
 - (ii) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date

6 2 It was noted that the Solvency Statement must be signed by the sole director, on the same day, no more than 15 days before the special resolution approving the reduction of capital is passed

7. RESOLUTIONS

7 1 The meeting carefully considered the reduction of capital and IT WAS RESOLVED to

- (a) approve the proposed reduction of capital,
- (b) subject to being able validly to make the requisite Solvency Statement, that the sole director makes the Solvency Statement, and
- (c) approve the Written Resolution and recommend that it be accepted by the Company, and that it should be sent to the eligible members of the Company for signature accompanied by the Solvency Statement

7 2 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED to

- (a) carry out the reduction of capital and to take all steps necessary to cancel and extinguish the relevant shares,
- (b) file, within 15 days of the Written Resolution being passed, a copy of the resolution, signed Solvency Statement, Form SH19 and a statement of compliance by the sole director confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to the members in accordance with section 642(2) or 3 of CA 2006

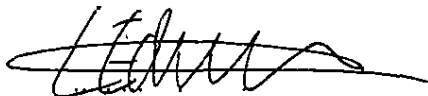
8. FILING

Subject to the Written Resolution being passed, the chairperson instructed the company secretary to

- (a) make all necessary and appropriate entries in the books and registers of the Company, and
- (b) arrange for the forms and documents listed in paragraph 7 2(b) above to be filed at Companies House

9. CLOSE

There was no further business and the chairperson declared the meeting closed



Chairperson

3 OCTOBER 2016.

Date