

Company number: 03805401

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF

BIBBY DISTRIBUTION LIMITED (the Company)

11th December 2020 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

SPECIAL RESOLUTION

THAT the regulations contained in the document attached to this resolution and marked A be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (including any provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the existing articles of association of the Company).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

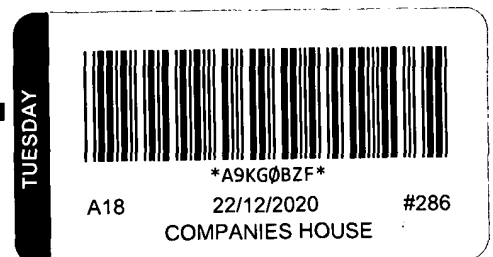
	For	Against
SPECIAL RESOLUTION	X	

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, irrevocably vote in respect of the resolution as indicated above.

Signed.....

Duly authorised for and on behalf of **Bibby Supply Chain Services Limited**

Dated 11th December 2020



NOTES

- 1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box next to the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand: delivering the signed copy to Evelyn Lewzey, Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL;
- by post: returning the signed copy to Evelyn Lewzey, Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL; or
- by email: by attaching a scanned copy of the signed document to an email and sending it to evelyn.lewzey@walkermorris.co.uk. Please enter "Written resolution re BDL" in the email subject box.

If you do not agree with 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 The resolution is proposed as a special resolution which means that it will be passed if the Company receives before the date that falls at the end of the period of 28 days beginning on the Circulation Date (the **Lapse Date**), signified agreement from members representing 75 per cent or more of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by not later than 5pm on the day before the Lapse 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 certified copy of the relevant power of attorney or authority when returning this document.