

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CONWAY BAILEY TRANSPORT

Circulation Date: 31 July 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Conway Bailey Transport (**Company**) propose that resolutions 1 and 2 are passed as ordinary resolutions and resolution 3 is passed as a special resolution (**Resolutions**).

For the purpose of these Resolutions, the term Documents means the omnibus guarantee & set off agreement, legal charge, deed of priorities and facility agreement, each document to be entered into by the Company in the forms attached to these Resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by the Documents be and are hereby approved.
2. **THAT** the entry into by the Company of the Documents will promote the success of the Company for the benefit of the members as a whole.

SPECIAL RESOLUTIONS

3. **THAT** the articles of association of the Company be amended by inserting a new article 22 as follows

22. Notwithstanding anything to the contrary contained in these articles:

- (i) no transferor of any shares in the Company which have been mortgaged, pledged or charged by way of security to a person, persons, bank or institution (whether as lender, agent and trustee for a group of banks or institutions or otherwise) (a "**Secured institution**") or proposed transferor of such shares to such a Secured Institution or its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no administrator, administrative receiver, receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been mortgaged, pledged or charged by way of security to a Secured Institution.

Notwithstanding anything contained in these articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend or delay any registration thereof, where such transfer is:

- (i) to a Secured Institution, or to any nominee of such Secured Institution, pursuant to any security held by such Secured Institution;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by an administrator, administrative receiver, receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.

AGREEMENT

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

The undersigned, the sole member of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed by Mark Bailey, a director, on behalf of
MGB Cornwall Limited

.....*M. E. Bailey*.....

Date

.....*31st July 2023*.....

NOTES

1. You can choose to agree to all the Ordinary Resolutions or none of them, but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, to the Company by hand or by post, or by signing electronically via DocuSign.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.