

Company Number: 06759911

THE VEHICLE GROUP LIMITED  
("Company")

TUESDAY



Resolution of the sole director of the Company, Graeme Frankland, ("Sole Director")  
on **31 March** 2023

**1 Introduction and Purpose**

1.1 The Sole Director noted that they were to consider and, if thought fit, approve:

- 1.1.1 the proposed acquisition by the Company of the 20 ordinary shares of £1.00 each held by Mark Webster ("MW") in TVG Vision Limited (company number 06876748) ("TVG") and the consideration for the acquisition, being the issue of 6 A ordinary shares of £1.00 each in the capital of the Company ("Shares") ("Transaction");
- 1.1.2 the adoption of articles of association of the Company ("New Articles");
- 1.1.3 the issue of shares in the capital of the Company as more particularly set out in minute 5; and
- 1.1.4 the entry by the Company into a shareholders' agreement to be made between (1) MW, (2) the Company and (3) the Sole Director ("Shareholders' Agreement").

**2 Declarations of Interest**

The Sole Director noted that there is no duty to declare any interest in a proposed transaction where there is only one director.

**3 Approval of Transaction**

- 3.1 The Sole Director noted that terms had been agreed in relation to the Transaction.
- 3.2 It was noted that the total consideration in connection with the Transaction comprised the issue of the Shares (as defined in minute 5) credited as fully paid.
- 3.3 After due and careful consideration of the terms and conditions of the Transaction, **IT WAS RESOLVED** that:
  - 3.3.1 in the opinion of the Sole Director, the Company entering into the Transaction would be most likely to promote the success of the Company for the benefit of its members as a whole;
  - 3.3.2 the terms and conditions of the Transaction be and are hereby approved; and
  - 3.3.3 the Sole Director, signing in the presence of a witness, would execute any documents pursuant to the Transaction for and on behalf of the Company.

**4 Articles of Association**

- 4.1 There was tabled a copy of the proposed New Articles together with a copy of a written resolution ("Resolution") of the member of the Company containing a special resolution to adopt the New Articles.
- 4.2 After due and careful consideration of the New Articles, **IT WAS RESOLVED** that the New Articles are hereby approved subject to shareholder approval and that the Resolution, together with a copy of the New Articles, be circulated to the sole member of the Company eligible to vote in relation to such Resolution.
- 4.3 The Sole Director adjourned.

- 4.4 On resumption, it was noted that the Company had received authenticated documents from the sole member of the Company signifying his agreement to the Resolution and therefore the Resolution had been duly passed and the New Articles adopted.

## 5 Issue of Shares

- 5.1 It was noted that the following Shares were to be issued to MW:

5.1.1 6 A ordinary shares of £1.00 each in the capital of the Company.

- 5.2 It was noted that, pursuant to article 5.1.1 of the New Articles the directors have authority to allot shares up to a maximum nominal value of £1,000 and that such authority is sufficient for the Shares to be issued. There was then tabled a pre-emption waiver letter signed by the Sole Director, the Company's sole shareholder, waiving the rights under article 5 of the New Articles granting pre-emption rights on an allotment of shares. It was further noted that on receipt of the pre-emption waiver letter, the Shares could be issued without first being offered to the existing shareholder.

- 5.3 Accordingly, **IT WAS RESOLVED** that:

5.3.1 the Company allot the Shares to MW;

5.3.2 a certificate in respect of the Shares and in the name of MW be executed by the Sole Director signing in the presence of a witness and such certificate be delivered to MW; and

5.3.3 the name of MW be entered in the register of members of the Company as the holder of the number of Shares allotted to him.

## 6 Shareholders' Agreement

- 6.1 There was then tabled, the Shareholders' Agreement.

- 6.2 After due and careful consideration of the terms and conditions of the Shareholders' Agreement, **IT WAS RESOLVED** that:

6.2.1 in the opinion of the Sole Director, the Company entering into the Shareholders' Agreement would be most likely to promote the success of the Company for the benefit of its members as a whole;

6.2.2 the terms and conditions of the Shareholders' Agreement be and are hereby approved; and

6.2.3 the Sole Director, signing in the presence of a witness, would execute the Shareholders' Agreement for and on behalf of the Company.

## 7 Filings

**IT WAS RESOLVED** to make all such filings with the Registrar of Companies and all such entries in the statutory books of the Company as are required to reflect or give effect to the matters approved in this resolution.

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Sole Director



Company Number: 06759911

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

THE VEHICLE GROUP LIMITED

("Company")

**31 MARCH** 2023 ("Circulation Date")

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as an ordinary resolution of the Company:

**SPECIAL RESOLUTION**

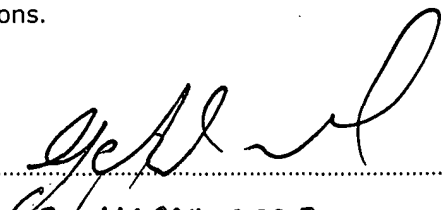
1. THAT, the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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

I, the undersigned, being the person eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to each of those resolutions.

SIGNED by GRAEME FRANKLAND:

DATED:

  
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**31 MARCH 2023**  
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NOTES: