

Company Number: 07235776

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

TRAVEL PARKING GROUP LIMITED (the "Company")

Date: 30 March **2022 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 below be passed by the sole member of the Company as an ordinary resolution and that resolution 2 below be passed by the sole member of the Company as a special resolution (together, the "**Resolutions**", with each being a "**Resolution**").

ORDINARY RESOLUTION

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares (in addition to the shares in the capital of the Company already in issue) up to an aggregate nominal amount of £1.00 in the capital of the Company being one Ordinary Share of £1.00 having the rights set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1 above, and in accordance with section 570 of the Act and the Company's articles of association, the directors of the Company be and are hereby generally and unconditionally authorised to allot the relevant shares pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall:

- (a) be limited to the allotment of shares up to an aggregate nominal amount of £1.00; and
- (b) expire on the date which is five years from the date on which this resolution is passed, unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors of the Company may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

We the undersigned being the sole eligible member of the Company for the time being entitled to vote on the Resolutions as at the Circulation Date, hereby irrevocably agree to the Resolutions.

Signature


.....

Print Name:

Duly authorised, for and on behalf of **Agency of the North Limited**

Date:

30 March 2022
.....

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree with 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:
 - (a) **By Hand:** delivering the signed copy to Beth Bloor of Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
 - (b) **Post:** returning the signed copy by post to Beth Bloor of Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
 - (c) **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to Beth Bloor at bethany.bloor@squirepb.com. Please enter "Written Resolution" in the e-mail subject box.

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 Where, by the date being 28 days following the Circulation Date, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible.
- 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 other authority when returning this document.