

Company Number: 07499328

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

HEADWAY TRAFFIC MANAGEMENT LIMITED (the Company)

CIRCULATION DATE:

1st February

2020

HEX

PURSUANT TO Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the following resolution be passed as an ordinary resolution (the **Resolution**):

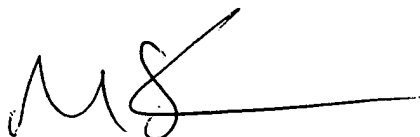
ORDINARY RESOLUTION

THAT any breach of duty by Neil Sanders, Christopher Owen and/or Christopher Moran in respect of their duty to avoid conflicts of interest, by virtue of being a director of and shareholder in the Company and a party to the proposed Shareholders' Agreement between the members of the Company and the Company, be ratified; and THAT Neil Sanders, Christopher Owen and Christopher Moran be authorised to act as directors of the Company notwithstanding any direct or indirect conflict of interest which may arise by virtue of the aforementioned.

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolution on the Circulation Date stated above, hereby irrevocably agree to the Resolution:

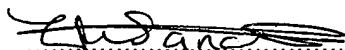


NEIL PETER SANDERS

01.02.2021

Dated





ZOE SANDERS

01.02.2021

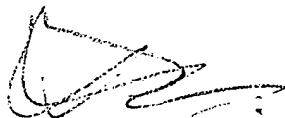
Dated



LOUIS DAVID SANDERS

01.02.2021

Dated



CHRISTOPHER OWEN

01.02.2021

Dated



AMY OWEN

01.02.2021

Dated



JADE MORAN

01.02.2021

Dated



CHRISTOPHER THOMAS MORAN

01.02.2021

Dated



LAURIE HAYWOOD

01.02.2021

Dated



DIANE FIRTH

01.02.2021

Dated

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above before returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the company secretary at the Company's registered address.
- **By post:** returning the signed copy by post to the company secretary at the Company's registered address.

If you do not agree to 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. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company prior to or on this 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.
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