

Company number 09653365

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
GOODMAN LOGISTICS BARDON NOMINEE (UK) LIMITED
(the "Company")

Date: 5 October 2020 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary and special resolutions be passed (the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT** the transactions contemplated by, the terms of, and the Company's execution of the following documents be and are hereby approved:
 - (a) a facility agreement in respect of a term loan of up to £156,900,000 between, amongst others, (1) the Company as nominee (2) Goodman Logistics Bardon (GP) LLP acting in each of its own capacity and in its capacity as general partner of Goodman Logistics Bardon (UK) L.P. and (3) Aareal Bank AG as agent, security agent (the "Security Agent") and arranger (the "Facility Agreement");
 - (b) a debenture between, amongst others, the Company and the Security Agent;
 - (c) a duty of care agreement between inter alia, the Company and the Security Agent;
 - (d) a deed of subordination between inter alia the Company and the Security Agent; and
 - (e) any documents, deeds, instruments, agreements, powers of attorney, notices, requests (including any utilisation request), acknowledgements, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the Facility Agreement or the transactions contemplated by it ("Ancillary Documents").

SPECIAL RESOLUTION

2. **THAT** a new Article 20 of the articles of association of the Company, as set out below, be approved and adopted:

"20. TRANSFER TO CHARGEE OR MORTGAGEE

Notwithstanding any provisions contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):



1. the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge (a "Shares Charge") made by any shareholder of the company nor suspend registration thereof where such transfer is in favour of:
 - a. a chargee or mortgagee of such shares; or
 - b. any nominee of a chargee or mortgagee of such shares; or
 - c. a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
 - d. a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such sharesand a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact.
2. no lien shall attach to the shares of the company subject to a Shares Charge, whether any moneys are presently payable or not, and the company shall not exercise any rights to sell those shares.
3. the directors shall not have any right of forfeiture over the shares of the company subject to a Shares Charge."

AGREEMENT

Please read the notes below before signifying your agreement to the Resolutions.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Goodman Logistics Bardon (GP) LLP**

(print name of signatory)

JAMES CORNELL

Signature. 

Date: 5 October 2020

Notes

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document and returning it by email ton.thorn@taylorwessing.com, with the original to follow to Taylor Wessing LLP, FAO: Natalie Thorn, 5 New Street Square, London EC4A 3TW.
- 2 Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during

this date together with any power of authority under which it is signed or a duly certified copy thereof.

- 3 Your agreement to the Resolutions, once signed and received by the Company, may not be revoked.