

Company number 11856752

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**  
**OF**  
**GOODMAN LOGISTICS BEDFORD 5 NOMINEE (UK) LIMITED**  
**(the "Company")**

Date: 26 November 2021 (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)

(b)

(c)

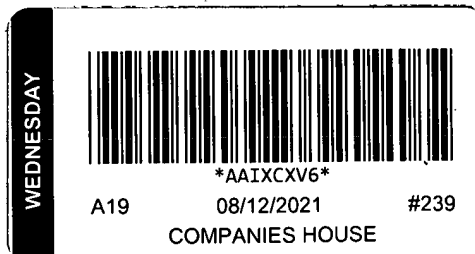
(d)

(e)

**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.

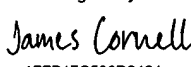
The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Goodman Logistics Bedford 5 (GP) LLP**

(print name of signatory)

James Cornell

Signature.....

DocuSigned by:  
  
1FFB17C5B6D2424.....

Date: 26 November 2021

## Notes

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document and returning it by email [k.everington@taylorwessing.com](mailto:k.everington@taylorwessing.com), with the original to follow to Taylor Wessing LLP, FAO: Kat Everington, 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.