

Company No. 13376172

**RYDER UK MIDCO LIMITED**  
**(the "Company")**



**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY**

(passed on 13 May 2021)

The undersigned, being the sole member of the Company for the time being entitled to attend and vote at General Meetings, hereby resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") as follows and irrevocably agrees that the following resolution shall for all purposes be as valid and effective as if they had been passed as special or ordinary resolutions (as the case may be) at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

**THAT**, with effect from the date of this special resolution, the articles of association, in the form attached hereto, be approved and adopted as the new articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association.

**AGREEMENT OF ELIGIBLE MEMBERS**

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

The undersigned being the sole member of the Company entitled to vote on 13 May 2021 (the "Circulation Date") irrevocably agree to the resolution as set out above.

**Executed by**

**Ryder UK Holdco Limited**

By

A handwritten signature in black ink, appearing to read "Ch Rochat".

Name: Christian Rochat

Title: Director

By

A handwritten signature in black ink, appearing to read "R Dutartre".

Name: Romain Dutartre

Title: Director

## NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Pursuant to the Act, 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 before or during this date. The agreement of a member to a written resolution proposed under the Act is ineffective if signified after this date.
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.