

Company number NI603177
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of
HEATONS LOGISTICS LIMITED
(the "Company")

Circulation Date 16 March 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as written resolutions of the Company, with having effect as special resolutions (the **Resolutions**):

SPECIAL RESOLUTIONS

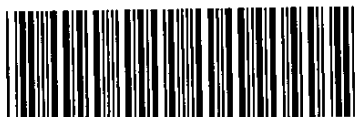
1. **THAT** pursuant to the provisions of section 21 of the Companies Act 2006, a new Article 47A be inserted into the Articles of Association of the Company after the current Article 47:

"47A Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 47A (to the effect that any provision contained in this Article shall override any other provision of these articles):

- (1) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- a. is to any bank, institution, lender or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution, lender or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - b. is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - c. is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

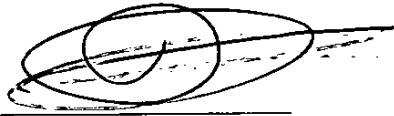
- (2) The lien set out in Article 32 shall not apply to the shares held by a Secured Institution (as defined in Article 47A(1)(a) above)."



AGREEMENT

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

The undersigned, the members entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

A handwritten signature in black ink, consisting of a large, stylized 'H' or similar shape, followed by a horizontal line.

Signed for and on behalf of
HEATONS

Date: 16 March 2016

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to 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:

- **By Hand:** delivering the signed copy to the Directors of the Company at
- **Post:** returning the signed copy by post to the Directors of the Company at

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. Unless, by 28 days from 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.
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.