

MONDAY



LD6 *L7LGM2U3* #84
24/12/2018
COMPANIES HOUSE

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION
OF
GEODIS WILSON UK LIMITED
COMPANY NUMBER: 00621547
(THE "COMPANY")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution is passed as an ordinary resolution (the "Ordinary Resolution").

Circulated on 21 Dec 2018

I, the undersigned, a duly authorised signatory of Geodis International, the sole member of the Company eligible to attend and vote at general meetings of the Company, pass the following resolution designated as an Ordinary Resolution and agree that the said resolution shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

IT IS RESOLVED:

THAT, in accordance with section 551 of the Companies Act 2006, the Directors (or a duly constituted committee of the directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £28,500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years maximum from the date of this Written Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Signed by 

Date: 21/12/18

Acting on behalf of Geodis International
Stéphane Cassagne, President

NOTES

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

- **By hand:** delivering the signed copy to Gareth Adrian Harries at LHR1, 145 Faggs Road, Feltham, Middlesex, TW14 0LZ.
- **Post:** returning the signed copy by post to Gareth Adrian Harries at LHR1, 145 Faggs Road, Feltham, Middlesex, TW14 0LZ
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to gareth.harries@geodis.com. Please type "Written resolution dated [DATE]" in the email subject box.

If you do not agree to the Ordinary 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.