THE COMPANIES ACT 2006
WRITTEN RESOLUTION
OF
GEODIS WILSON UK LIMITED
COMPANY NUMBER: 00621547
(THE "COMPANY")
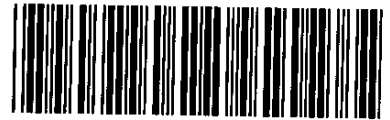
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution is passed as a special resolution (the "**Special Resolution**").

Circulated on ....2‍1....*D‍c‍c*..... 2018

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

SPECIAL RESOLUTION

IT IS RESOLVED:

THAT, the issued share capital of the Company be reduced from £31,699,000 to £7,740,372 by cancelling and extinguishing 23,958,628 ordinary shares of £1.00 each in the capital of the Company and the aggregate sum of £23,958,628 created as a result of such cancellations be credited to the profit and loss account.

Signed by _____   **Date:** _____21 / 12 / 18_____

Acting on behalf of Geodis International
Stéphane Cassagne, President

NOTES

1. If you agree to the Special 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 Special 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.