

Company Number: 04173713

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

GA Retail Services Limited

(the Company)

(passed on 13 July 2023)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT the articles of association of the Company be amended by:

(a) inserting the following new definition at article 2.1:

“Financial Institution has the meaning given to that term in Article 14A”.

(b) inserting the following new articles after article 13:

“14 SHARE TRANSFERS

14A Notwithstanding anything to the contrary in these Articles, regulation 26(5) of the Model Articles will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(a) is to:

(i) a bank, lender or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution; and/or

(ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security; and

(b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

- (c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

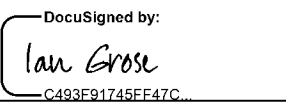
14B Notwithstanding anything to the contrary in these Articles, any lien over shares (whether paid or unpaid), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that are (i) subject to any Security of a Finance Institution and/or (ii) transferred to a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.”

- 2. THAT the existing articles of association of the Company shall be renumbered accordingly.
- 3. THAT these resolutions have effect notwithstanding any provision of the Company's articles of association.

[signature page follows]

Agreement of eligible members

The undersigned being eligible members on 12 July 2023 (the circulation date) irrevocably agree to the resolutions set out above:

Signed by:  C493F91745FF47C...

Ian Grose

For Go-Ahead Holding Limited (Company number 06352308)

Date: 13 July 2023

Eligible members must signify their agreement to the proposed resolutions as follows: (i) by hand, by delivering a signed copy to Go-Ahead Group, 3rd Floor, 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE; (ii) by post, by sending a signed copy to Go-Ahead Group, 3rd Floor, 41-51 Grey Street, Newcastle upon Tyne, NE1 6EE; or (iii) by e-mail, by replying to this e-mail and indicating their agreement to the proposed resolutions or by sending a scanned signed copy of the resolutions to rachel.smith@go-ahead.com. Eligible members must signify their agreement to the proposed resolution within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.