

**Last Mile Services Limited (Company number: 09197001)**  
**(the "Company")**

**A private company limited by Shares**

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**Written Resolutions**

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11 November 2020 (the "**Date of Circulation**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Companies Act**"), the directors of the Company propose that the resolutions below be passed as special resolutions (the "**Special Resolutions**").

**Special Resolutions**

1. **THAT** the entire issued share capital of the Company in issue on the passing of this resolution be redesignated as follows:

<i>Shareholder</i>	<i>Number and class of shares held (prior to redesignation)</i>	<i>Number and class of shares held (after redesignation)</i>
Ben Jones	100 Ordinary Shares	100 A Ordinary Shares
Brian Goodwin	100 Ordinary Shares	100 B Ordinary Shares

such shares as redesignated having the rights set out in the New Articles (as defined in, and to be adopted pursuant to, resolution 2 below).

2. **THAT** the articles of association in the form attached to these resolutions (the "**New Articles**") be adopted as the articles of association of the Company.
3. **THAT** in accordance with section 551 of the Companies Act, the directors of the Company be generally and unconditionally authorised to issue and allot up to 50 C Ordinary Shares of £0.01 each in the capital of the Company, provided that this authority shall expire one month from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).
4. **THAT** pursuant to article 13.1 of the New Articles, the remaining provisions of article 13 of the New Articles shall not apply in respect of the issue and allotment of shares under the authority given in resolution 3 above.



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**Class Consent**

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5. **THAT** the variation of the rights attaching to the Ordinary Shares, upon their redesignation pursuant to resolution 1 above and the adoption of the New Articles pursuant to resolution 2 above, be approved pursuant to section 630 of the Companies Act.


**AGREEMENT**

The undersigned, being all persons entitled to vote on the Special Resolutions and give the Class Consent, hereby vote in favour of the Special Resolutions and give the Class Consent.

DocuSigned by:  
  
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12E08F48BF2B48B.....

**Ben Jones**

Date: 11 November 2020  
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DocuSigned by:  
  
.....  
F7325A8128854AC.....

**Brian Goodwin**

Date: 11 November 2020  
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**Notes (please read before signifying your agreement to the Special Resolutions)**

1. If you agree to the Special Resolutions, please indicate your agreement (which may not be revoked, once given) 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 and dated copy by hand to the Company (for the attention of Ben Jones at the registered office of the Company).
  - **E-mail:** by attaching a scanned copy of the signed and dated document to an e-mail and sending it to [philip.edmonds@roxburghmilkins.com](mailto:philip.edmonds@roxburghmilkins.com).
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Your agreement must be given prior to the date which falls 28 days after the Date of Circulation for the Special Resolutions to pass, they will otherwise lapse.