

Company No: 04330119

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING
of
UNIPART LOGISTICS LIMITED
("Company")

SATURDAY



Passed the 26 day of February 2021 2021

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed:

SPECIAL RESOLUTION

1. **THAT** with effect from the passing of this resolution, the Articles of Association of the Company be altered by the insertion of the following new Articles immediately after Article 6 (and the consequential re-numbering of each subsequent Article):

"6(B) Notwithstanding anything contained in these articles, 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 or institution to which such shares have been charged by way of security, or to any nominee of such bank or institution (a "Secured Institution");
- (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 the power of sale or other power under such security,

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 be required to offer the shares which are or are to be the subject of any transfer aforesaid to the members for the time being of the Company or any of them, and no such members shall have the right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

2. **THAT** with effect from the passing of this resolution, the Articles of Association of the Company be altered by the insertion of the following new Articles immediately after Article 38 (and the consequential re-numbering of each subsequent Article):

"39 Notwithstanding anything contained in these articles, the Directors may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party.

For the purpose of these articles a "**Secured Party**" means in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any

other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.”

Signed  DocuSigned by:
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Director/Secretary

Dated 26 February 2021