

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**SUN MARK LIMITED (COMPANY NUMBER: 03010238)**

**(the Company)**

**Circulation Date:** 30 August 2019

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

**SPECIAL RESOLUTIONS**

**1 Authority to allot**

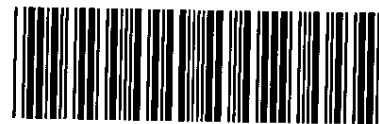
THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £160,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire in one month 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.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**2 Disapplication of pre-emption rights**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £160,000; and
- 2.2 expire in 30 days (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



### **3 Bonus shares**

THAT that the sum of £160,000 being part of the profit and loss account be capitalised and appropriated as capital to Sun Mark Holdings Limited (company number: 11638486) (**Newco**) and that the directors be authorised to apply such sum in paying up in full 1,600,000 ordinary shares of £0.10 each in the capital of the Company and to allot and issue *such new shares, credited as fully paid up, to Newco.*

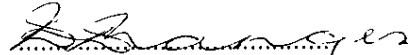
#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the above circulation date, hereby irrevocably agrees to the Resolutions:

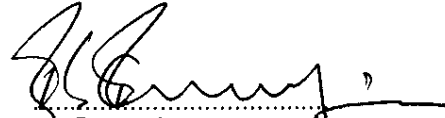
Signed by **Renu Ranger**

Date

  
30 April 2019

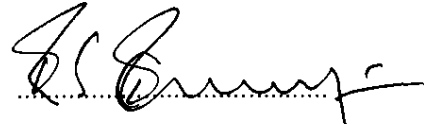
Signed by **Dr Raminder Ranger**

Date

  
30 April 2019

Signed for and on behalf of **Sea, Air & Land Forwarding Limited**

Date

  
30 April 2019

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following method
  - **By Hand:** delivering the signed copy to the Directors, Sun House, 428 Long Drive, Greenford, Middlesex, UB6 8UH.
  - **Post:** returning the signed copy by post to the Directors, Sun House, 428 Long Drive, Greenford, Middlesex, UB6 8UH

If you do not agree to the 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 Resolutions, you may not revoke your agreement.
3. Unless, by 28 days beginning with the date on which the Resolutions are circulated, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.