

**Filing print of written resolution**

**Company No. 00383914**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**of**

**SCHENKER LIMITED**

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**(Passed on 30 October 2020)**

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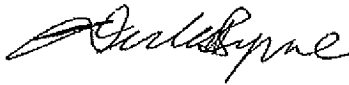
The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 30 October 2020 by the members of the Company, representing the required majority of total voting rights of eligible members, in the case of the first and second as ordinary resolutions and in the case of the third and fourth as special resolutions:

**ORDINARY RESOLUTIONS**

- 1 THAT, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), for the purposes of section 175 Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.
- 2 THAT, subject to the Company being a private company limited by shares with only one class of shares in issue, in accordance with paragraph 43(1) of Schedule 2 to The Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors are authorised in accordance with section 550 Companies Act 2006 and in substitution for any existing authority conferred on them in accordance with the provisions of article 2(b) of the articles of association of the Company to exercise any power of the Company:
  - (a) to allot shares of that class; or
  - (b) to grant rights to subscribe for or to convert any security into such shares.

**SPECIAL RESOLUTIONS**

- 3 THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's articles of association.
- 4 THAT new articles of association in the form annexed to this written resolution and, for the purpose of identification marked "A", are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



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Director/Secretary