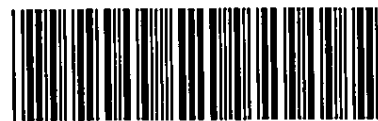


Everheds
UP
Company No: 005²0428

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

THURSDAY
WED



A5YGWAYY
A07 19/01/2017 #298
COMPANIES HOUSE
A5M9T4EZ
A26 21/12/2016 #252
COMPANIES HOUSE

Passed the

8

day of DECEMBER 2016

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 As a special resolution that the Articles of Association of the Company are amended

1 1 by inserting a new Article 5A and 5B as follows

"5A Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "**Secured Institution**"), or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (iii) 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 or proposed transferor (including a Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not

5B Notwithstanding anything in the Articles, the Company shall have no lien on any shares which have been charged by way of security to a Secured Institution "

Signed

Director

Dated

PAUL COX

8 DECEMBER

2016