

WRITTEN SHAREHOLDER RESOLUTION

Eddie Stobart Limited

(the "Company")

Company Number 00995045

Circulation Date: 20 May 2014

Pursuant to Chapter 2 (Written resolutions) of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**")

We, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolution, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

SPECIAL RESOLUTION

- I the Company's Articles of Association shall be altered with the insertion of the following new Clause 3A

"Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to any bank or financial institution (or by way of security to or in favour of any nominee of such bank or financial institution) "

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AGREEMENT

The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date stated above,

- 1) confirms receipt of the Special Resolution in accordance with section 291 of the Companies Act 2006, and
- 2) hereby irrevocably agrees to the Special Resolution

Signed by  _____

For and on behalf of Eddie Stobart Group Limited

Date 21 May 2014

NOTES

- 1 This written resolution has been proposed by the directors of the Company. The purpose of this resolution is to alter the Articles of Association of the Company. If you agree with the resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) by hand, delivering the signed copy to Shearman & Sterling (London) LLP, 9 Appold Street, London EC2A 2AP for the attention of Philip Stopford,
 - (b) by post, returning the signed copy to Shearman & Sterling (London) LLP, 9 Appold Street, London EC2A 2AP for the attention of Philip Stopford,
 - (c) by fax, faxing the signed copy to +44 020 7655 8318 for the attention of Philip Stopford, or
 - (d) by e-mail, attaching a scanned copy of the signed document to an e-mail and sending it to Philip Stopford (email philip.stopford@shearman.com)
- 2 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. If you return the document signed but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the resolution to pass by midnight on the date which is 28 days from and including the Circulation Date, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before this time.
- 5 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.