

Company No: 01123082

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL WRITTEN RESOLUTIONS
of
Roadchef Motorways Limited
(the "Company")

Circulation Date: 22 June 2022 (the "**Circulation Date**")

Terms defined in this written resolution have the same meaning as terms defined in the Senior facilities agreement dated 31 March 2022 and made between (amongst others), MEIF 6 Range Bidco Limited as Original Borrower, Original Guarantor and Original Obligor, the entities listed therein as Mandated Lead Arrangers, the financial institutions listed therein as Original Lenders, Lloyds Bank plc as Agent and Lloyds Bank plc as Security Agent (as amended and/or supplemented from time to time, the "**Senior Facilities Agreement**"), unless otherwise defined.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the below resolutions are passed as special resolutions of the Company (the "**Resolutions**") and the undersigned being the sole member of the Company who (at the Circulation Date of these Resolutions) would be entitled to vote on these Resolutions, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following Resolutions:

SPECIAL RESOLUTIONS

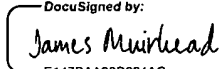
- 1.1 IT IS RESOLVED THAT** as of the date of this written resolution, the draft articles of association attached to this written resolution in Schedule 1 be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
- 1.2 IT IS RESOLVED THAT** all the authorities, approvals and other sanctions provided for or by any of the foregoing resolutions (and all actions taken by any director or secretary pursuant to any such resolutions) shall be immediately effective without the need for any further authorisation from any director or the shareholders of the Company.

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

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The undersigned, a person entitled to vote on the above resolution on 22 June 2022 hereby irrevocably agrees to the resolutions set out above.

DocuSigned by:

E147BAA980694AC

For and on behalf of **ROADCHEF MOTORWAYS HOLDINGS LIMITED**

DATED: 22 June 2022

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Weil, Gotshal & Manges (London) LLP acting on behalf of the Company.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Where insufficient agreement has been received for the resolution to pass within 21 days from the date of circulation, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on this date.