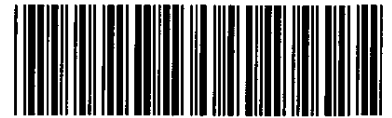


Company number: 02001229

FRIDAY



A15 \*A7ZCUV14\* #220  
15/02/2019  
COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**CARDIFF CITY TRANSPORT SERVICES LIMITED**  
**("Company")**

Circulation Date: 8 FEBRUARY 2019

Date Passed: 13 FEBRUARY 2019

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

**THAT**, the following amendments be made to the articles of association of the Company to take effect from the date of passing of this Resolution:

- Article 41 shall be deleted in its entirety and replaced with the following new article 41:

*No business shall be transacted at any meeting unless a quorum is present at the same time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or duly authorised representative of a corporation, shall be a quorum. If, however the Company only has one member, for as long as there is only one member, the quorum for such meeting (or part of a meeting) shall be one member.*

- Article 67(g) shall be deleted in its entirety and replaced with the following new article 67(g):

*The controlling authority may appoint up to two persons (but not more than two persons) to be non – executive directors who are neither an elected member of the controlling authority nor an employee of the Company or of the controlling authority provided that such person or persons has appropriate experience and skills in financial and general management, corporate governance, transport policy and/or management.*

**AGREEMENT**

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

The undersigned, being the sole shareholder entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution.

Signed for and on behalf of  
**CITY OF CARDIFF COUNCIL**

Date

*Robert Sault*  
.....  
..... 13 February 2019

## **NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company's registered office.

You may not return the Resolution to the Company by any other method.

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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement is received for the Resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.