

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

LONDON UNITED BUSWAYS LIMITED

("THE COMPANY")

16 November 2021 (the "Circulation Date")

THURSDAY



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18/11/2021

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below are passed as to resolution no. 2 as an ordinary resolution and as to resolutions nos. 1 and 3 as Special Resolutions (the "Resolutions").

SPECIAL RESOLUTION

1. THAT the wording of article 2.1 of the current articles of association of the Company be deleted and replaced by article 2.1 with following new wording:

"Article 2.1: *left intentionally blank*"

ORDINARY RESOLUTION

2. That, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("the Act") to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "Relevant Securities") up to an aggregate nominal value of £28,000,000 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company prior to or on, expire on 31 January 2022. This authority revokes and replaces all unexercised authorities previously granted to the directors.


SPECIAL RESOLUTION

3. That, subject to and conditional upon the passing of Resolution 1 the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 2 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities in an aggregate nominal amount of £28,000,000 and (unless renewed, varied or revoked by the Company prior to or on that date), this authority shall expire on 31 January 2022.

AGREEMENT:

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

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.


Signed by Mr John Keenan, Director
duly authorised representative, acting
for and on behalf of
RATP DEV UK LTD

Date: __16__ November 2021

NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please sign and date this document and return it to the Company using one of the following methods:

- *By Hand:* delivering the signed copy to the Company at Garrick House, Stamford Brook Bus Garage, 74, Chiswick High Road, London, England, W4 1SY (FAO: Legal).
- *By Post:* returning the signed copy by post to the Company at Garrick House, Stamford Brook Bus Garage, 74, Chiswick High Road, London, England, W4 1SY (FAO: Legal).
- *By E-mail:* by attaching a scanned copy of the signed document to an e-mail and sending it to john.keenan@ratpdev.com. Please enter "Written resolution of the Company" in the e-mail subject box.

If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days from the Circulation Date, sufficient agreement has been received for a resolution to pass, the relevant resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date. Save as expressly stated, you may not use any electronic address provided either in this document or in any accompanying documents or communications to communicate with the Company.