



VTG Rail UK Ltd (company number 04474641)
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 6 May 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (the "**Resolutions**"). Resolutions 1 and 2 are proposed as ordinary resolutions. Resolution 3 is proposed as a special resolution.

ORDINARY RESOLUTIONS

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

- 1** That it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into:

1.1

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(together, the "Transaction Documents");

- 2 That the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Transaction Documents as they shall deem necessary or appropriate.

SPECIAL RESOLUTION

- 3** That the Articles of Association in the form attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 6 May 2020, hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of

VTG Deutschland GmbH

Date:

6 May 2020

S/S

S. LOHMEYER

NOTES:

- 1** If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2** If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4** Unless, by midnight on 15 May 2020, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.
- 5** In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6** 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.

The Resolution was passed as an ordinary resolution on 6 May 2020, the signatory being the sole member of the Company.

A handwritten signature in black ink, appearing to read "Antonio Forlè", with a large, sweeping flourish at the end.

Director