

Company number: 06467967

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
GNEWT CARGO LIMITED
 (the Company)

4TH SEPTEMBER 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed.

ORDINARY RESOLUTIONS

- 1 THAT the Company, enter into and perform its obligations and exercise its rights in relation to an English law composite guarantee and debenture to be executed as a deed by the Company and each of the Chargors in favour of Endless LLP as Security Trustee (the **Debenture**).
- 2 THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Debenture and the performance of its obligations and the exercise of its rights in relation to the Debenture, including as regards approval and execution and delivery of the Debenture and all related matters.

SPECIAL RESOLUTION

That the regulations contained in the document attached to this resolution and marked A be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

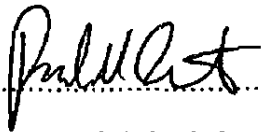
	For	Against
ORDINARY RESOLUTION 1	X	
ORDINARY RESOLUTION 2	X	
SPECIAL RESOLUTION	X	

SATURDAY



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 COMPANIES HOUSE

The undersigned, being the sole member of the Company and only party entitled to vote on the resolutions on the Circulation Date, irrevocably votes in respect of the resolutions as indicated above.

Signed.....

Signed for and on behalf of Menzies Distribution Limited

Dated...4TH SEPTEMBER 2018

NOTES

- 1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box next to the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions 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 Gnewt Cargo Limited c/o Walker Morris LLP, Kings Court, 12 King St, Leeds LS1 2HL (Ref: DZJ/MVS/Project Mercedes); or
 - by post: returning the signed copy to Gnewt Cargo Limited c/o Walker Morris LLP, Kings Court, 12 King St, Leeds LS1 2HL (Ref: DZJ/MVS/Project Mercedes);.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
- 3 The Ordinary Resolutions will be passed if the Company receives before falling 14 days from the Circulation Date (the **Lapse Date**) signified agreement from a simple majority of the members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolutions to pass, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by 5 pm on the day before the lapse date.
- 4 The Special Resolution will be passed if the Company receives before the Lapse Date signified agreement from members representing 75 per cent or more of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by not later than 5pm on day before lapse date.
- 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 certified copy of the relevant power of attorney or authority when returning this document.