

**EXTRACT FROM THE
ORDINARY AND SPECIAL RESOLUTIONS**

of

EDDIE STOBART LOGISTICS PLC

Incorporated and registered in England & Wales with Company No: 08922456 with
registered office at Stretton Green Distribution Park Stretton Green Distribution
Park, Langford Way, Appleton, Warrington, Cheshire, England, WA4 4TQ
(the "**Company**")

passed on **29 December 2020**

At a general meeting of the Company duly convened and held at the offices of King & Spalding International LLP 125 Old Broad Street, London, EC2N 1AR on 29 December 2020 at 11.00 a.m., resolution 2 was duly passed as a special resolution.

SPECIAL RESOLUTION

1. RESOLUTION 2 – Disapplication of pre-emption rights

That, conditional upon the passing of resolutions 1, 3 and 4, the Directors be and they are hereby empowered pursuant to section 570(1) of the Act, in addition to all existing authorities to the extent unused, to allot equity securities (as defined in section 560(1) of the Act) of the Company for cash pursuant to the authority of the Directors under section 551 of the Act conferred by resolution 1 above as if section 561(1) of the Act did not apply to any such allotment provided the power conferred by this resolution shall be limited to:

- (a) the allotment of 108,800,000 new Ordinary Shares in connection with the Subscription (as such terms is defined in the Admission Document);
- (b) the allotment of 71,200,000 new Ordinary Shares in connection with the Placing (as such terms is defined in the Admission Document);
- (c) the allotment of up to 140,358,528 new Ordinary Shares in connection with the Open Offer (as such term is defined in the Admission Document);
- (d) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and



(e) the allotment (otherwise than pursuant to sub-paragraphs (a), (b) and (c) above) of equity securities up to an aggregate nominal value equal to £702,906,

and unless renewed, extended, varied or revoked by the Company in general meeting, this resolution shall expire at the conclusion of the annual general meeting of the Company to be held in 2021, save that the Company may at any time before such expiry, make offers or agreements which would or might require equity securities to be allotted in the Company after such expiry and the directors may allot such securities in pursuance of any such offer or agreement as is this authority had not expired.



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Rupert Nichols
Company Secretary