

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CREATIVE CAR PARK BIDCO LTD (the "Company")

7 February 2020 (the "Circulation Date")

FRIDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as written resolution of the Company, having effect, as one special resolution and one ordinary resolution, (the "**Resolution**"):-

SPECIAL RESOLUTION

1. THAT -
 - 1.1 880,460 issued ordinary shares of £0.01 each in the capital of the Company be cancelled and extinguished such that the share capital of the Company shall be reduced so that the issued share capital of the Company will be £0.01 (being 1 ordinary share of £0.01); and
 - 1.2 the Company's share premium account be reduced by £39,308,839.58 to the extent that the share premium account is entirely extinguished(together, the "**Reduction**").


ORDINARY RESOLUTION

2. THAT, a final dividend to the sole shareholder of the Company, to be satisfied partly in cash and partly in specie (being the transfer of assets other than cash), in the following forms and amounts:-
 - 2.1 a dividend in specie in the value £53,333 to be satisfied by the assignment by the Company of a receivable owed to it by Creative Car Park Ltd in the sum of £53,333;
 - 2.2 a dividend in specie of the transfer of the Company's investments in the share capital of each of Creative Car Park Ltd and Creative (Contracts) Car Park Limited, being:-
 - 2.2.1 1,000 Ordinary shares of £1 each in the issued capital of Creative Car Park Ltd;
 - 2.2.2 1,000 Ordinary shares of £1 each in the issued capital of Creative (Contracts) Car Park Limited; and
 - 2.2.3 10,000 Ordinary shares of £0.01 each in the capital of Civil Enforcement Ltd,
 - 2.3 subject to the receipt by the Company of a cash dividend of £41 from its subsidiary, Creative Technologies and Systems Limited, a cash dividend of £41.

AGREEMENT

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

The undersigned, being the sole shareholder and sole person entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions:-



7 February 2020
Date

For and on behalf of **Creative Car Park Holdings Ltd**

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to mostafa.ali@creativecarpark.co.uk.

If you do not agree to both of the Resolutions, 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. You must ensure your agreement to the Resolutions reaches us on or before the expiry of 28 days from the Circulation Date otherwise the Resolutions will lapse.
4. 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.