

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TTT LOGISTICS LIMITED

(Company Number: 10925599)

(the "Company")

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COMPANIES HOUSE

14 April 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the below resolution is passed as a special resolution (the "**Special Resolution**"):

SPECIAL RESOLUTION

- 1 **THAT**, with immediate effect, article 26 (*Share Transfers*) of the articles of association of the Company be amended by the addition of the following:

26(6) Notwithstanding anything to the contrary contained in these Articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

(a) to any lender, bank or institution or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a Secured Person); or

(b) delivered to the company for registration by a Secured Person or its nominee in order to register the Secured Person as legal owner of the shares or in order to transfer the shares to a third party; or

(c) is executed by a Secured Person or its nominee pursuant to the power of sale or other power under such security.

26(7) Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the company or proposed transferor of such shares to a Secured Person or its nominee and no Secured Person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in Article 26(6) above to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles otherwise to require such shares to be transferred to them whether for consideration or not.

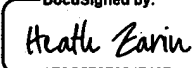
26(8) A certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

26(9) Any lien on shares which the company has shall not apply in respect of any shares which have been pledged, mortgaged or charged by way of security or which are transferred in accordance with the provisions of this Article.

AGREEMENT

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

The undersigned, being the person entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution.

DocuSigned by:

Signed: Dated: 19 April 2023
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for and on behalf of
EVCH UK LIMITED

NOTES

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office; or
 - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
- 2 If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement.
- 4 Unless, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this 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 copy of the relevant power of attorney or authority when returning this document.