

Company number: 03853249

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

(INCORPORATING CLASS CONSENT)

of

AUTOEASE VEHICLE MANAGEMENT LIMITED (the "Company")

4 March

2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 to 3 below be passed as special resolutions (the "Resolutions").

IT IS RESOLVED:

SPECIAL RESOLUTIONS

- 1 THAT, subject to the adoption of the new articles of association of the Company at resolution 2, below, the 1,000 B ordinary shares of £0.10 each in the capital of the Company be consolidated into 100 B ordinary shares of £1.00 each in the capital of the Company.
- 2 THAT, with immediate effect, the draft articles of association 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.
- 3 THAT, subject to the consolidation of the Company's B ordinary shares at resolution 1, above, and the adoption of the new articles of association of the Company at resolution 2, above, the 100 B ordinary shares of £1.00 each in the capital of the Company be re-designated as 100 ordinary shares of £1.00 each in the capital of the Company.

CLASS CONSENT

B ORDINARY SHARE CLASS CONSENT

In accordance with section 630 of the Act, if the holders of a majority of the number of issued B ordinary shares of £0.10 each in the capital of the Company ("B Ordinary Shares") sign this Written Resolution, they shall be deemed to also irrevocably consent to and sanction the passing of these Written Resolutions and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B Ordinary Shares as a class of shares which will or may be effected thereby.

AGREEMENT

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

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

DocuSigned by:
Andrew Hurst
FB468DBEAFE7412...

executed by Andrew Hurst as duly authorised attorney

Sarah Hurst (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

Date 4 March 2022

DocuSigned by:
Andrew Hurst
FB468DBEAFE7412...

Andrew Hurst (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

Date 4 March 2022

Charles Clapham (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

Date

AGREEMENT

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


We, the undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

.....
Sarah Hurst (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

Date

.....
Andrew Hurst (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

Date

DocuSigned by:

0F59CDD4C57EB4C5.....

.....
Charles Clapham (as legal shareholder for and on behalf of Interpres Bidco Limited, the beneficial shareholder)

4 March 2022

Date

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 using one of the following methods:
 - (a) By hand: delivering the signed copy to c/o Harry Hobson, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.
 - (b) By email: emailing the signed copy to c/o Harry Hobson at harry.hobson@squirepb.com with the email headed "Autoease Vehicle Management Limited – Written Resolution".
 - (c) By post: returning the signed copy by post c/o Harry Hobson, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.

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.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 5 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.