

**Highway Capital Plc**  
(Incorporated in England with registered number 02991159)  
(the “Company”)

**COPIES OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE  
COMPANY HELD ON 29 APRIL 2019 AT THE OFFICES OF GOODMAN DERRICK LLP AT 5<sup>TH</sup>  
FLOOR 10 ST BRIDE STREET LONDON EC4A 4AD, OTHER THAN RESOLUTIONS  
CONCERNING ORDINARY BUSINESS**

**Ordinary Resolutions**

1. That the directors be and are hereby generally and unconditionally authorised (in addition to any specific or general authority previously conferred on them but without prejudice to the allotment of securities under any such previous authority pursuant to any offer or agreement made prior to the date this resolution is passed) to exercise all the powers of the company to allot shares in the company or to grant rights to subscribe for, or to convert any security into, shares in the Company, in accordance with section 551 of the Companies Act 2006 (the “Act”), up to an aggregate nominal amount of £1,043,701 PROVIDED THAT this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and a date being fifteen months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Special Resolutions**

1. That subject to the passing of Resolution 12, the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - a. the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,043,701.

The power granted by this resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and a date being fifteen months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

2. That the existing articles of association of the Company be replaced in their entirety by new articles of association in the form of the document attached.
3. That:
  - i. in relation to the failure by the Company to:

- a. hold the requisite annual general meeting in 2018 as required by section 336 of the Companies Act 2006 (the "Companies Act") and article 19 of the Companies Articles of Association (the "Relevant AGM");
- b. lay copies of the annual accounts and reports for the financial year ended on 28 February 2017 and the annual accounts and reports for the financial year ended on 28 February 2018 (the "Relevant Accounts") before the Company in general meeting in accordance with section 437 of the Companies Act;
- c. circulate a copy of the Relevant Accounts to every member of the Company in accordance with section 423 of the Companies Act;
- d. make the Relevant Accounts available on the Company's website in accordance with section 430 of the Companies Act; and
- e. seek shareholder approval of the directors' remuneration report or the director's remuneration policy for the financial year ended on 28 February 2017 and 28 February 2018 (the "Relevant Reports")

any and all claims which the Company has or may have against the directors and former directors be waived and released; and

- ii. any and all restrictions contained in article 27.114(H) of the Company's articles of association in relation to the ability of any director to vote and be counted in the quorum in respect of meetings of directors (or any committee of the directors) be suspended for the purposes of this resolution 15 (the "Relevant Resolution") and the decisions of the directors (or any committee of the directors) resulting in the proposals contained in the Relevant Resolution being put to the Company in general meeting, be and are hereby ratified.