

Company No: 00622290

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DUNNS MOTORS (HOLDINGS) LIMITED (the "Company")

Circulated on

7 July

2012

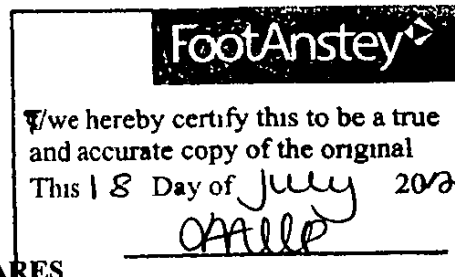
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed, resolution 1 as an ordinary resolution and resolutions 2, 3 and 4 as special resolutions

ORDINARY RESOLUTION

- 1 THAT the directors be and hereby are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise any power of the Company to allot relevant securities (within the meaning of that section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £100,756 at any time or times during the period of five years from the date of this resolution and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act

SPECIAL RESOLUTIONS

- 2 THAT subject to the passing of resolution 1, the directors be and hereby are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £100,756 and comprising 100,756 Redeemable Preference shares of £1 00 each, and
 - (b) expire five years from the date of this resolution, save that the Company may, before such expiry make an offer or agreement 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
3. THAT the Articles of Association of the Company be and hereby are altered by deleting the present article 3 and replacing it with the following new article 3
 - "3 1 The share capital of the Company comprises Ordinary Shares of £1 00 each (the "Ordinary Shares") and Redeemable Preference Shares of £1 00 each (the "Preference



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Shares”), such shares (the “**Shares**”) having the respective rights and restrictions as set out in these Articles

3.2 The rights attaching to the Shares shall be as follows

3.2.1 Income

The profits of the Company available for distribution may be distributed amongst the holders of all Shares in the Company in the proportions and amounts as recommended by the Board *pro rata* and *pari passu* to the number of Shares held. For the avoidance of doubt the Ordinary Shares and Preference Shares shall remain separate classes of shares for the purposes of distributing income and the Board may at any time resolve to declare different dividends in relation to each class of Share and may also resolve to declare dividends on one class of Share and not the other

3.2.2 Capital

(a) On a liquidation or other return of capital (except upon the redemption of Shares or the purchase by the Company of its own Shares), the surplus assets available after payment of the Company’s liabilities shall be distributed in the following manner and order of priority -

- (i) first, in redeeming any remaining Preference Shares in issue in accordance with Article 3.2.4 and, if there is a shortfall, the proceeds shall be distributed to the holders of Preference Shares in proportion to the amounts paid up on the Preference Shares held by each of them respectively,
- (ii) second, in paying to the Members a sum equal to all unpaid arrears and accruals of dividend payments declared in accordance with Article 3.2.1, and
- (iii) the balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on their Shares

3.2.3 Voting

- (a) The Ordinary Shares shall entitle the holders thereof to receive notice of and attend, count as part of the quorum, vote and speak at any general meeting of the Company, and to receive and vote on any written resolution of the Company. Each holder of Ordinary Shares present in person or by proxy or by representative at a general meeting of the Company shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Ordinary Share held by him
- (b) The Preference Shares shall not entitle the holders thereof to receive notice of any general meeting or a copy of any written resolution of the Company, or to attend, speak, count as part of the quorum or vote at general meetings of the Company (either personally, by authorised representative or by proxy) or vote on written resolutions of the Company, unless at the circulation date of such written resolution or the date when the notice convening such general meeting is sent to the holders of Ordinary Shares, the written resolution or the business of the meeting as the case may be, includes a resolution directly and adversely affecting, altering or abrogating the rights, privileges or restrictions attached to the

Preference Shares, in which event each holder of Preference Shares present in person or by proxy or representative shall be entitled to one vote on a show of hands and on a poll or vote on a written resolution to such number of votes for each Preference Share held by him

3 2 4 Redemption of Preference Shares

- (a) Subject to compliance with the provisions of the Companies Acts 2006, the Preference Shares shall be redeemed at par in accordance with this Article 3.2 4.
- (b) The Company may, at any time on giving not less than 10 business days' notice in writing to a holder of Preference Shares, redeem such total number of Preference Shares as is specified in such notice on the date specified in such notice ("**Redemption Date**").
- (c) On any Redemption Date arising pursuant to Articles 3 2 4 (b) the Company shall, subject to the remaining provisions of this Article 3.2 4, be bound to redeem the relevant Preference Shares and to pay any dividend which shall have accrued on such Preference Shares during the period up to and including the Redemption Date
- (d) On or prior to any Redemption Date, the relevant holder of Preference Shares shall deliver to the Company their certificate(s) for the Preference Shares. In the case of any partial redemption of the Preference Shares, the Company shall then re-issue to such holder of Preference Shares a certificate in respect of the balance of Preference Shares held by them
- (e) No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption
- (f) All relevant provisions of the Companies Act 2006, and all other applicable legislation relating to the redemption of shares, shall be duly observed. If the Company is unable at any time to redeem in accordance with such legislation the number of Preference Shares then due to be redeemed pursuant to Article 3 2 4(b), the Company shall redeem on the Redemption Date such number of Preference Shares as it is then able to redeem and shall redeem the balance as soon as it is able to do so "

- 4 THAT the Articles of Association of the Company be and hereby are altered by deleting in its entirety Article 14

IMPORTANT

Please read the notes at the end of this document before signifying your agreement to the resolutions above

The undersigned, being the persons entitled to vote on the resolutions circulated on 2012, hereby irrevocably agree to the resolutions

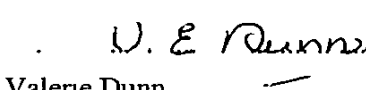
Signed


Mary Dunn

Number of ordinary shares: 300 Ordinary Shares

Date . 7 July 2012

Signed


Valerie Dunn

Number of ordinary shares 480 Ordinary Shares

Date 7 July 2012

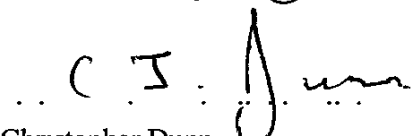
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Nigel Dunn

Number of ordinary shares: 375 Ordinary Shares

Date. 7 July 2012

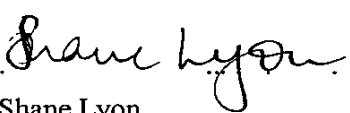
Signed


Christopher Dunn

Number of ordinary shares 150 Ordinary Shares

Date . 7 July 2012

Signed


Shane Lyon

Number of ordinary shares 195 Ordinary Shares

Date 17-05-12

NOTES

1 If you agree to 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

- **By Hand** delivering the signed copy to the Company Secretary, Unit 8A, Ilton Business Park, Ilminster, Somerset, TA19 9DU, or
- **Post** returning the signed copy by post to the Company Secretary, Unit 8A, Ilton Business Park, Ilminster, Somerset, TA19 9DU

If you do not agree to the resolutions, you do not need to do anything you will be deemed to have voted against the resolutions 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 after the date of circulating these resolutions, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on 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.