

Company Number: 01682485

THURSDAY



THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
AUTOMOTIVE FINANCIAL SERVICES LIMITED
(the "Company")**

27 November 2017
(the "Circulation Date")

We, the undersigned, being the sole shareholder of the Company as at the Circulation Date, having considered a Solvency Statement (which is enclosed with these resolutions) under section 643 of the Companies Act 2006 (as amended) (the "Act") made by all the directors of the Company on 27 November 2017 for the purposes of section 642 of the Act, hereby resolve in accordance with Chapter 2 of Part 13 of the Act as follows and agree that the following resolutions shall for all purposes be as valid and effective as if they had been passed as a special resolution and ordinary resolution, respectively, at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:

- (i) pursuant to Chapter 10 of Part 2 of the Act the Company reduce its share capital from £25,000,000 to £1 by the use of the solvency statement procedure available under section 641(1)(a) of the Act by cancelling and extinguishing 24,999,999 of the issued ordinary shares of £1.00 each in the capital of the Company (the "**Capital Reduction**"). The amount of share capital so cancelled shall be credited to the distributable reserves of the Company; and
- (ii) the Memorandum of Association of the Company be amended by deleting Paragraph 5 in its entirety and substituting a new Paragraph 5 with "The capital of the Company is £1, divided into 1 Ordinary Share of £1". A copy of the proposed amended Memorandum of Association is attached to this resolution.

ORDINARY RESOLUTION

THAT, subject to the Capital Reduction being effective, the Company be and is hereby authorised to declare and pay an interim dividend of £30,882,194.26 to the undersigned, the Company's sole shareholder, which is to be satisfied by way of set-off against £30,882,194.26 owed by the undersigned to the Company.

Signed:  Date: 28 November 2017

OCTOBER CORPORATION LIMITED

NOTES

1. Please sign and date this document and return it to the Company.
2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. 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.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (noted above) in accordance with section 297 of the Act.
5. *A copy of this resolution has been sent to the Company's auditors.*