

Company Number: 02086705

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GK GROUP LIMITED (the "Company")

pursuant to Chapter 2 of Part 13 of the Companies Act 2006

(Circulated on *10th August* 2015 (the "Circulation Date"))

The Directors of the Company propose that the resolutions below be passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

1. **THAT** the terms of and the transactions contemplated by the documents listed in the Appendix to these resolutions (the "**Documents**") and the Company's execution, delivery and performance of each of the Documents be and are hereby approved.
2. **THAT** the entry into the Documents by the Company and the transactions contemplated by the Documents will promote the success of the Company for the benefit of the members as a whole.
3. **THAT**, notwithstanding any personal interest, the directors of the Company be and they are hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to:
 - a execute and deliver each of the Documents with such amendments as they shall in their discretion approve; and
 - b enter into such documentation and take such action as may be required in order to carry out the matters referred to above.

APPENDIX

1. a debenture creating fixed and floating charges over the assets of the Company in favour of Bank of Scotland plc (the "**Lender**");
2. a corporate guarantee to be entered into by (amongst others) the Company in favour of the Lender in respect of the liabilities of each of Perrys Motor Sales Limited, Perrys Group Limited and GK 2000 Limited;

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COMPANIES HOUSE

3. an inter-creditor deed proposed to be entered into between the Company (1), GK 2000 Limited (2), the Lender (3), Ford Credit Europe Limited (4) and Lloyds Bank plc (5);
4. a deed of accession and amendment to a subordination deed dated 21 June 2007 between Lloyds Bank plc (1), FCE Bank plc (2), the Company (3), GK 2000 Limited (4) and the Lender (5); and
5. an unlimited cross guarantee and indemnity between the Company (1), GK 2000 Limited (2), Perrys Group Limited (3) and Perrys Motor Sales Limited (4) in favour of FCE Bank plc.

AGREEMENT


We, being the Members of the Company who are entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

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

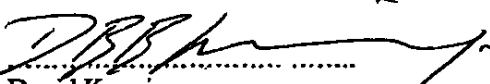
Signed by:


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George Kenning

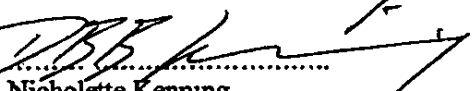
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Date


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Diana Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

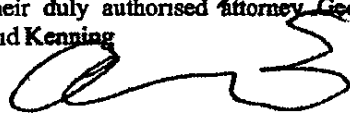
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David Kenning

10-08.15
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Date



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Nicholette Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning


10.08.15
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Date

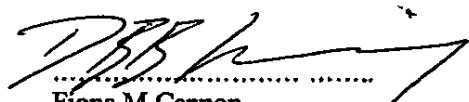

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For and on behalf of The Royal London
Mutual Insurance Society Limited

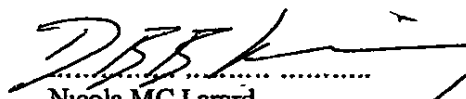
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A.S. Carter

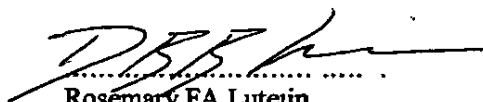

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Stephen JD Kenning
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15

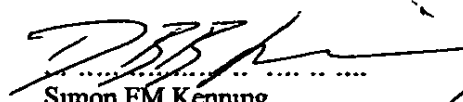

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Catherine S Blake
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15



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Fiona M Cannon
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15


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Nicola MC Larard
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15


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Patrick CF Kenning
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15


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Rosemary FA Luteijn
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15


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Simon FM Kenning
Acting by their duly authorised attorney ~~George~~
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Date 10.08.15


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Karen M Kenning
Acting by their duly authorised attorney ~~George~~
~~Kenning~~/David Kenning
Date 10.08.15

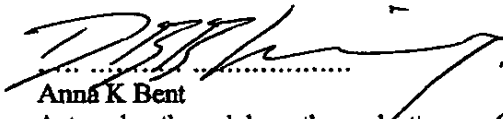


William G Kenning

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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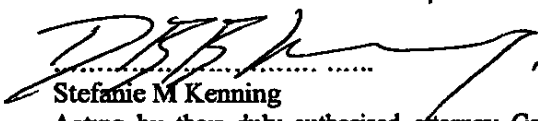


Anna K Bent

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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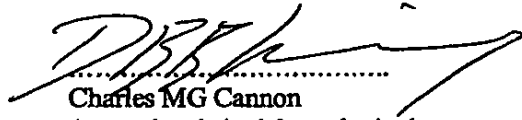


Stefanie M Kenning

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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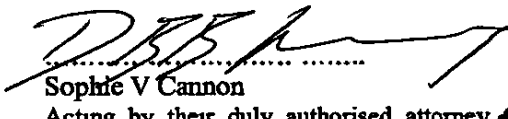


Charles MG Cannon

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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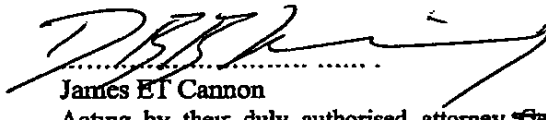


Sophie V Cannon

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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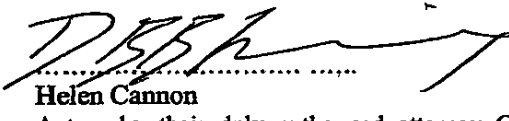


James ET Cannon

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

Date

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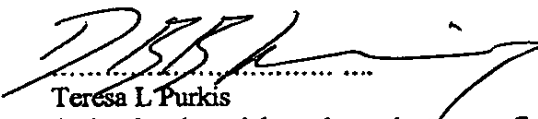


Helen Cannon

Acting by their duly authorised attorney ~~George Kenning~~ David Kenning

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10.08.15




Teresa L Purkis

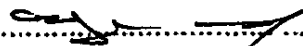
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Jennifer J Hill
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Kenning/~~David Kenning~~

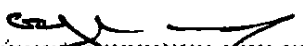
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Kenning/~~David Kenning~~

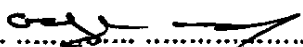
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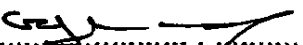
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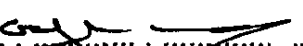
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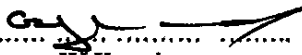
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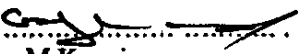
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Andrew G G Kenning
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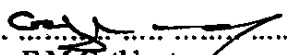
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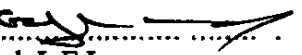
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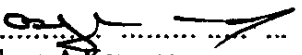
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Kenning/~~David Kenning~~

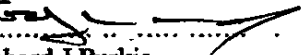
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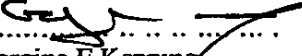
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Kenning/~~David Kenning~~

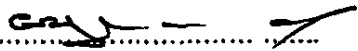
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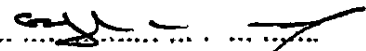
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Robert M T Kenning
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Kenning/~~David Kenning~~


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Jonathan DB Denning
Acting by their duly authorised attorney George
Kenning/~~David Kenning~~

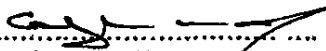
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Acting by their duly authorised attorney George
Kenning/~~David Kenning~~

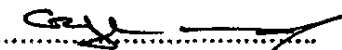
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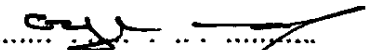
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Janice M V Kenning
Acting by their duly authorised attorney George
Kenning/~~David Kenning~~


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Christopher A B Kenning
Acting by their duly authorised attorney George
Kenning/~~David Kenning~~


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Victoria S Kenning
Acting by their duly authorised attorney George
Kenning/~~David Kenning~~

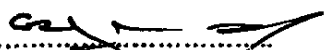
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Camilla L Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

10.08.15
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Date


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Antonia J Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

10.08.15
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Date


.....
Jacqueline Blower
Acting by their duly authorised attorney George
Kenning/David Kenning

10.08.15
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Date

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 or Post to the Directors at the Registered Office of the Company.

E-mail. by attaching a scanned copy of the signed document to an e-mail and sending it to neilharpham@hewitsons.com. Please enter "Written Resolutions" in the e-mail subject box.

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, within 28 days from 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. 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.

Company Number: 02086705

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GK GROUP LIMITED (the "Company")

pursuant to Chapter 2 of Part 13 of the Companies Act 2006

(Circulated on 10 August 2015 (the "Circulation Date"))

The Directors of the Company propose that the resolutions below be passed as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 **THAT** the terms of and the transactions contemplated by the documents listed in the Appendix to these resolutions (the "**Documents**") and the Company's execution, delivery and performance of each of the Documents be and are hereby approved.
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 - b. enter into such documentation and take such action as may be required in order to carry out the matters referred to above

APPENDIX

- 1 a debenture creating fixed and floating charges over the assets of the Company in favour of Bank of Scotland plc (the "**Lender**"),
- 2 a corporate guarantee to be entered into by (amongst others) the Company in favour of the Lender in respect of the liabilities of each of Perrys Motor Sales Limited, Perrys Group Limited and GK 2000 Limited;

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AGREEMENT

We, being the Members of the Company who are entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

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

Signed by

George Kenning

Date

Diana Kenning

Date

Acting by their duly authorised attorney George Kenning/David Kenning

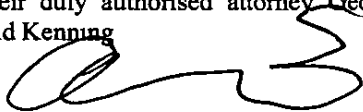
David Kenning

Date

Nichollette Kenning

Date

Acting by their duly authorised attorney George Kenning/David Kenning



For and on behalf of The Royal London Mutual Insurance Society Limited

Date

10 August 2015

A.S. Carter

Stephen JD Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

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Catherine S Blake
Acting by their duly authorised attorney George
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Patrick CF Kenning
Acting by their duly authorised attorney George
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Date

Rosemary FA Luteijn
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Simon FM Kenning
Acting by their duly authorised attorney George
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Date

Karen M Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

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William G Kenning
Acting by their duly authorised attorney George
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Anna K Bent
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Stefanie M Kenning
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Charles MG Cannon
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Sophie V Cannon
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

James ET Cannon
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Helen Cannon
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Teresa L Purkis
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Jennifer J Hill
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Michael H W Cannon
Acting by their duly authorised attorney George
Kenning/David Kenning

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Mark FW Larard
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Katherine M Cooper
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Aileen MG Kenning
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Richard M Billinge
Acting by their duly authorised attorney George
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Date

Stanislawa Z Billinge
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Andrew G G Kenning
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Kenning/David Kenning

Date

George W Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Jean M Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Jane D Espig
Acting by their duly authorised attorney George
Kenning/David Kenning

Ann E M Cuthbert
Acting by their duly authorised attorney George
Kenning/David Kenning

Sarah L E Leese
Acting by their duly authorised attorney George
Kenning/David Kenning

Valerie A Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Richard J Purkis **Date**
Acting by their duly authorised attorney George
Kenning/David Kenning

Georgina E Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Christopher M Hill
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Robert M T Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Jonathan DB Denning
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Tobias EB Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Christopher Blake
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Janice M V Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Christopher A B Kenning
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Kenning/David Kenning

Date

Victoria S Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Date

Camilla L Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Antonia J Kenning
Acting by their duly authorised attorney George
Kenning/David Kenning

Jacqueline Blower Date
 Acting by their duly authorised attorney George
 Kenning/David Kenning

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 or Post to the Directors at the Registered Office of the Company

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to neilharpham@hewitsons.com Please enter "Written Resolutions" in the e-mail subject box

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.
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