

WRITTEN RESOLUTIONS

of the sole member of

Vertu Motors (Continental) Ltd (the Company)

12 December 2018 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution, respectively (the Resolutions).

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006 (the CA 2006), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,524,316 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on that date 5 years from the date of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

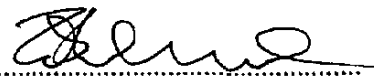
SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 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 £1,524,316; and
 - b. expire on the date 5 years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

The undersigned, being the sole member of the Company entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions.

Signed:



For and on behalf of Sigma Holdings Ltd

Name:


M. Szeewal

Position:

Director

Certified as a true copy of the original document

By:


General Counsel - Vertu Motors plc

Date

17/12/18

Date: 12 December 2018

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company Secretary at the registered office.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless by the date 28 days from the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.