

Company Number 02584542

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PRODRIVE AUTOMOTIVE TECHNOLOGY LIMITED (the "Company")

Circulated on 22 December 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

Capital Reduction

1. THAT the issued share capital of the Company be reduced from £270,401 (divided into 215,501 ordinary shares of £1 each, 40,000 ordinary C shares of £0.01 each and 54,500 dividend and participating shares of £1 each) to £1 constituting 1 ordinary shares of £1 by the cancellation and extinguishing of 215,500 ordinary shares of £1 each, 40,000 ordinary C shares of £0.01 each and 54,500 dividend and participating shares of £1 each and the amount by which the share capital is so reduced be credited to the profit and loss reserve

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the circulation date stated above, agrees to the Resolution

Signature



Name of Shareholder

Prodrive (Holdings) Limited

Date

22 December 2015

WEDNESDAY



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23/12/2015

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COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company. 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 the Company has received sufficient agreement for the Resolution to pass within **15 days** (beginning with and including the date that the Resolution was first circulated to shareholders), it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company within this period.
- 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 document.